



VIJAYA BANK

41/2, M G Road, Bengaluru-560001
Head Office - Bengaluru

NOTICE

NOTICE IS HEREBY GIVEN pursuant to Regulation 56 of the Vijaya Bank (Shares and Meetings Amendment) Regulations 2008 that the 15th Annual General Meeting of the Shareholders of VIJAYA BANK will be held on Monday, the 22nd June 2015 at 10.30 A.M. at the Mulki Sunder Ram Shetty Auditorium, Vijaya Bank Head Office, M.G. Road, Bengaluru-560001, to transact the following business:

Item No.1: To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2015, Profit and Loss Account of the Bank for the year ended on that date, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors' Report on the Balance Sheet and Accounts.

Item No.2: To declare dividend on the shares of the Bank for the Financial Year 2014-15.

Item No.3: To consider and if though fit, pass with or without modification, the following resolution(s) as Special Resolution:

RESOLVED THAT pursuant to Banking Companies (Acquisition & Transfer of Undertakings) Act, 1980 ("the Act"), Banking Regulations Act, 1949 ("the Regulation Act"), Vijaya Bank (Shares and Meetings Amendment) Regulations 2008 (Bank's Regulations), the applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("SEBI ICDR Regulations"), the Foreign Exchange Management (Transfer of Issue of securities by a person resident outside India) Regulations 2000, as amended from time to time and in accordance with applicable rules, regulations, guidelines, circulars and clarifications issued by Government of India ("GOI"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI") and/or any other competent authorities and subject to any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force), the Listing Agreements entered into by the Bank with Stock Exchanges where the equity shares of the Bank are listed, any approval, consent, permission or sanction of Central Government and / or RBI and /or SEBI as, applicable and required, approvals, consents, permissions or sanctions of other concerned authorities as may be required in this regard, within or outside India, and subject to such terms, conditions and modifications thereto as may be prescribed by any of them while granting such approvals, consent, permissions or sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board), consent of the Shareholders of the Bank be and is hereby accorded to the Board to create, offer, issue and allot by way of Qualified Institutional Placement (QIP) in terms of Chapter VIII of SEBI ICDR Regulations, such number of Equity Shares of the Bank to Qualified Institutional Buyers (QIB) as defined under Chapter VIII of SEBI ICDR Regulations, whether or not such investors are existing members of the Bank, through one or more placements; or by way of Rights Issue or Follow-on Public Offer as may be decided by the Board in their discretion and permitted under the applicable laws and regulations, to raise an amount not exceeding ₹600 Crore (Rupees Six Hundred Crore only) at such time or times, at such price or prices including premium in such manner and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing

market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and / or underwriter(s) and / or other advisor(s) as the Board may in its absolute discretion deem fit or appropriate.”

“RESOLVED FURTHER THAT the Equity Shares issued shall rank pari passu in all respect with existing equity shares of the Bank and shall be entitled to dividend, if any, declared in accordance with the statutory guidelines that are in force at the time of such declarations.”

“RESOLVED FURTHER THAT in case of a Qualified Institutional Placement pursuant to Chapter VIII of the ICDR Regulations:

- a) the allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution.”
- b) the Bank is pursuant to provision to Regulation 85(1) of ICDR Regulations authorized to offer shares at a discount of not more than five percent on the floor price as determined in accordance with the Regulations.
- c) the relevant date for the determination of the floor price of the securities shall be in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things including but not limited to finalization and approval of the draft as well as final offer document (s) determining the form and manner of the Issue, including the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be allotted, issue price, premium amount on issue as it may be in its absolute discretion deem necessary or desirable and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of shares and utilization of the Issue proceeds as it may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to engage / appoint Lead Managers, Legal Advisors, Underwriters, Bankers, Advisors as may be necessary and all such agencies as may involved or concerned in such offering of Equity Shares and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and to seek the listing of Equity Shares issued on the stock exchanges where the Equity Shares of the Bank are listed.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to form a Committee of Directors to delegate all or any of its powers to Committee of Directors / Managing Director & Chief Executive Officer and in his absence Executive Director(s) to give effect to the aforesaid Resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or amendment(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to Issue and allotment of equity Shares including but not limited to:

- Approving the draft / final offer documents and filling the same with any other authority or persons as may be required;
- Approving the Issue price, the number of Equity Shares to be allotted, the basis of allocation and allotment(s) of Equity Shares;
- Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the Issue of Equity Shares;
- Opening such Bank accounts as may be required for the offering;
- To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transaction.

- To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard.
- Making applications for listing of the Equity Shares of the Bank on the stock exchange(s) where the equity shares of the Bank are listed.

**By order of the Board of Directors
For VIJAYA BANK
Sd/-
(KISHORE SANSI)
MANAGING DIRECTOR & CEO**

Place: Bengaluru
Date: 19.05.2015

NOTES

1. APPOINTMENT OF PROXY:

A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF, AND SUCH PROXY NEED NOT BE A SHAREHOLDER OF THE BANK. HOWEVER, THE PROXY SO APPOINTED WILL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. NO PERSON SHALL BE APPOINTED AS A PROXY WHO IS AN OFFICER OR AN EMPLOYEE OF VIJAYA BANK. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED/ LODGED AT THE HEAD OFFICE OF THE BANK WITH THE COMPANY SECRETARY, VIJAYA BANK, BOARD SECRETARIAT, 41/2, M.G. ROAD, BENGALURU 560 001, AT LEAST FOUR DAYS BEFORE THE DATE OF THE ANNUAL GENERAL MEETING I.E. ON OR BEFORE THE CLOSING HOURS I. E., 5 PM OF WEDNESDAY, THE 17TH JUNE, 2015.

2. APPOINTMENT OF AN AUTHORISED REPRESENTATIVE:

No person shall be entitled to attend or vote at the Meeting as a duly authorized representative of a company or any other Body Corporate which is a shareholder of the Bank, unless a copy of the Resolution appointing him/ her as a duly authorized representative, certified to be true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the Head Office of the Bank with the Company Secretary, Vijaya Bank, Board Secretariat, H.O., Bengaluru – 560 001 at least Four days before the date of the meeting, i.e. on or before the closing hours i.e. 5 p. m. of WEDNESDAY, the 17TH JUNE, 2015.

3. ATTENDANCE SLIP - CUM - ENTRY PASS:

For the convenience of the shareholders, Attendance Slip-cum-Entry Pass is annexed to this notice. Shareholders/Proxy Holders/Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue. Proxy/ Authorized Representative of a shareholder should state on the Attendance Slip-cum-Entry Pass as “Proxy” or “Authorized Representative” as the case may be.

4. VOTING RIGHTS:

In terms of sub-section (2E) of Section 3 of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 no shareholder of the Bank, other than the Central Government, shall be entitled to exercise voting rights in respect of any shares held by him/her in excess of ten per cent of the total voting rights of all the shareholders of the Bank.

As per Regulation 10 of the Vijaya Bank (Shares and Meetings Amendment) Regulations 2008, if any share stands in the names of two or more persons, the person first named in the register shall, as regards voting, be deemed to be the sole holder thereof.

Voting rights of the Shareholders will be reckoned based on their shareholding as on Monday, 15th June 2015 being the Cut-off date fixed for the e-Voting and Poll.

5. E-VOTING:

Voting Through Electronic Means:

In Compliance with Clause 35B of Listing Agreement, the Bank is pleased to provide members facility to exercise their right to vote at the 15th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Bank has appointed M/s. S. N. ANANTHASUBRAMANIAN & Co., Practicing Company Secretaries as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 15th June 2015, being the Cut-off date for the purpose. Shareholders of the Bank holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

The instructions for E-Voting are as under:

- The voting period begins on 19th June 2015 10.00 a.m and ends on 21st June 2015 5 p.m During this period shareholders' of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date (15.06.2015) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Bank.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
EVSN	150520002
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Bank/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Bank records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the bank records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Bank please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Bank selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are

required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <VIJAYA BANK> on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

6. POLL AT THE MEETING

The voting for the agenda item shall be done by e-voting or by Poll and not on show of hands. Those who have exercised the option of e-voting shall be entitled to attend and participate in the Meeting but would not be entitled to vote at the Poll to be conducted at the venue of the AGM on the day of meeting.

After all the agenda items have been discussed, MD & CEO will order Poll in respect of both the items. Poll will be conducted and supervised by M/s. S N ANANTHASUBRAMANIAN & Co. Practising Company Secretaries along with a Scrutinizer from amongst Shareholders. After conclusion of the Poll, MD & CEO may declare the

meeting as closed. The Results of the Poll aggregated with the results of e-voting will be displayed by the Bank in its website and also informed to the stock exchanges as well to the e-voting agency appointed by the Bank.

7. CLOSURE OF REGISTER OF MEMBERS:

Pursuant to Clause 12 of Vijaya Bank (Shares and Meetings) Regulations 2003, the Register of Members and the Share Transfer Books of the Bank will remain closed from Tuesday the 16th June 2015 to Monday the 22nd June 2015 (both days inclusive) in connection with the Fifteenth Annual General Meeting and to entitle the shareholders to get final dividend if any.

8. PAYMENT OF DIVIDEND:

The dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid within 30 days of declaration thereof, to those shareholders who stand registered on the Bank's Register of Members:

- a) As Beneficial Owners as at the end of business hours on 16th June 2015 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form.
- b) As Shareholders whose names are registered in the Register of Shareholders of the Bank as on 22nd June, 2015.

The dividend warrants to such shareholders would be mailed or credited through ECS or other approved electronic mode by the Bank through the Share Transfer Agent, viz., M/s Link Intime India Pvt. Ltd, Mumbai, within 30 days from the date of declaration, i.e., within 21st July 2015.

1. DETAILS OF BANK ACCOUNT IN DIVIDEND WARRANT/ ELECTRONIC CLEARING SERVICE (CREDIT CLEARING) – (NECS):

As per RBI notification w.e.f. October 1, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Service (NECS). NECS operates on the new and unique Bank account number allotted by Banks post implementation of Core Banking Solution (CBS). These facilities are offered to shareholders holding shares in physical and demat forms. Shareholders holding shares in physical form can furnish the account number provided by their Banks along with the photo copy of the cheque pertaining to their accounts to the R& T Agent M/s Link Intime India Pvt Ltd, Mumbai. Shareholders holding shares in electronic forms shall update the details of their Bank accounts with their Depository Participants.

Shareholders having Bank Accounts in non CBS Bank Branches are not covered by NECS and will be paid dividend by way of physical dividend warrants. These shareholders are requested to furnish their Bank account, name of the Bank and the branch, where they would like to deposit dividend warrants for encashment. The above mentioned details are to be furnished by the Joint/ Sole shareholder. A Performa of NECS mandate is enclosed in this report.

2. UNCLAIMED DIVIDEND IF ANY:

The shareholders who have not encashed their Dividend Warrants/ not received dividend of previous periods, if any, are requested to contact the Share Transfer Agent of the Bank for issue of the duplicate Dividend Warrants/ revalidation of Dividend Warrants.

Within 7 days from the expiry of 30 days from the date of the declaration, if any shareholder has not encashed/ claimed the dividend, such amounts lying in the Bank Dividend Account, shall be transferred to a separate account styled "Unpaid Dividend Account of Vijaya Bank for the year...."

As per the Section 10B of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980, the amount of dividend remaining unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Govt. under Section 205 (C) of the Companies Act, 1956, and thereafter no claim for payment shall lie in respect thereof either to the Bank or to the IEPF.

Bank has already transferred dividends upto 2007 and 2007-08 will be due for transfer this year.

3. REQUESTS TO THE SHAREHOLDERS

3.1 COPIES OF BALANCE SHEET:

Shareholders are advised that copies of the Annual Report will not be distributed at the venue of the Annual General Meeting and hence shareholders are requested to bring their copies of the Annual Report, which are mailed by the Bank to them at their registered addresses.

3.2 DEMATERIALISATION OF SHARES:

Shareholders who are still holding their share certificates in physical form are requested to get their shares dematerialized as SEBI has included the name of the Bank for the purpose of compulsory dematerialized trading of shares.

3.3 NOTIFYING CHANGE OF ADDRESS:

Shareholders are requested to notify immediately of any change in address/ change in Bank Account numbers to:

- a) Their respective Depository Participant in respect of holding of shares in dematerialized form.
- b) The Share Transfer Agent, M/s Link Intime India Pvt. Limited, Unit: Vijaya Bank, C-13, Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (West), Mumbai-400078 in respect of shares held in physical form.
- c) Shareholders holding shares in physical form are also requested to register/update their e-mail address with the Bank / R&T Agent to enable the Bank to send all communications/ notices/ Annual Reports etc through e-mail. Those shareholders holding shares in demat form are requested to update their e-mail address with their Depository Participants. This is as per Bank's plan to implement the Green initiative in Corporate Governance initiated by Ministry of Corporate Affairs (MCA).

3.4 CONSOLIDATION OF FOLIOS:

Shareholders who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Share Transfer Agent of the Bank, M/s Link Intime India Pvt Limited, Mumbai for consolidation into a single folio.

3.5 RECORDING OF CHANGE OF STATUS:

Non-Resident Indian Shareholders are requested to inform the Share Transfer Agent of the Bank, M/s Link Intime India Pvt Limited, Mumbai immediately of:

- a) The change in the Residential status on return to India for permanent settlement.
- b) The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number, IFSC Code, MICR Code and address of the Bank with PIN, if not furnished earlier.

3.6 INFORMATION ON THE ACCOUNTS

Shareholders seeking any information on the Accounts are requested to write to the Bank, which should reach the Bank at least one week before the date of the Annual General Meeting to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.

3.7 DEDUCTION OF TAX AT SOURCE

Under Section 115-O of the Income Tax Act, 1961, no tax will be deducted at source in respect of dividend paid to the shareholders.

4. REQUESTS TO THE SHAREHOLDERS

4.1 In support of the green initiative, the Bank has decided to send the annual report through email to those shareholders who have registered their email id with their depository participant/ Bank's registrar & share transfer agent.

4.2 Shareholders may kindly note that no gift/gift coupon will be distributed at the meeting.

EXPLANATORY STATEMENT TO ITEM NO.3

As on 31.03.2015 the equity capital holding of Government of India stood at 74.06%. Government of India vide letter from Department of Financial Services, Ministry of Finance no. F.NO.11/7/2008-BOA dated 19th December 2014 has allowed Public Sector Banks to recapitalize by diluting Government of India Equity stake upto 52%. This enables the Bank to issue ₹ 360 crore (Face Value) of Equity capital to public through QIP/FPO/Rights Issue without diluting the Government's share below 52%. Total regulatory capital that can be raised works out to ₹ 1630 Crores at the share price of ₹ 45.41. The Bank had received AGM approval for issue of ₹ 600 crore equity share capital (including premium) through QIP/FPO/Rights Issue in Shareholder's meeting held on 27th June 2014. Due to unfavorable market conditions, the bank could not raise capital. Now, it is proposed to raise ₹ 600 crore of equity share capital including premium through QIP/FPO/Rights Issue during the current financial year 2015-16.

In order to meet the requirement of additional capital funds for expanding and achieving the targeted business growth and for general lending purposes the Bank proposes to raise funds by way of Follow-on Public Offer, Qualified Institutional Placement(s), or such other suitable means, by issuance of equity shares of ₹10/- each at such price as may be determined close to the issue.

In the event of the issue of equity shares as aforesaid by way of Qualified Institutional Placements:

The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended ("SEBI (ICDR) Regulations"), and/or other applicable regulations, be the date of the meeting in which the Board or duly authorized committee thereof decides to open the proposed issue of the equity shares, subsequent to the receipt of Members' approval in terms of Section 81(1A) and other applicable provisions, if any of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of equity shares;

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the ICDR Regulations, the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 and the Bank's (Shares and Meetings Amendment) Regulations, 2008 as amended from time to time or any other guidelines / regulations / consents as may be applicable or required.

The issue and allotment of Securities shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such Securities shall be fully paid up on its allotment, which shall be completed within 12 months of the date of passing this Resolution;

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other Regulatory requirements.

The total amount raised in such manner, including the overallotment option as per the terms of the issue of securities, would not exceed 5 times of the Bank's net worth as per the audited balance sheet of the previous financial year;

The equity shares allotted, shall rank pari passu in all respects with the existing equity shares of the Bank including dividend.

Your Board has recommended for your approval raising equity capital to the extent of ₹ 600 cr including premium (to be arrived at as per SEBI guidelines) from the market through QIP/Rights Issue or FPO on or before 31.03.2016.

None of the Directors of the Bank are interested in the Special Resolution as contained in agenda item no.3 of the Notice convening the meeting.

**By order of the Board of Directors
For VIJAYA BANK
Sd/-
(KISHORE SANSI)
MANAGING DIRECTOR & CEO**

Place: Bengaluru
Date: 19.05.2015