	विजया बैंक (भारत सरकार का उपक्रम) VIJAYA BANK (A Govt. of India Undertaking) प्रधान कार्यालय Head Office 41/2, एम जी रोड M G Road बंगलूर Bangalore – 560 001	विभाग : मंडल सचिवालय Dept. : Board Secretariat (Shares Division) ई-मेल Email : boardsectt@vijayabank.co.in वेब Web : www.vijayabank.com फ़ोन Phone : 080-25584066 विस्तार Extn.-514 फैक्स Fax : 080-25594737

Ref: SDIGC/HO/KR/AGM/2014

Date: 23.06.2015

To,
 The Vice President (Listing
 BSE Limited
 Phiroze Jeejeebhoy Towers
 Dalal Street, Mumbai

Dear Sir,

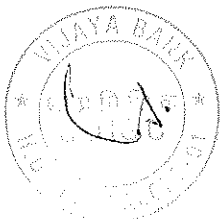
Reg: Annual General Meeting (AGM) of shareholders of the Bank held on 22.06.2015

Sub: Compliance of Clause 35A of Listing Agreement

In terms of Clause 35A of Listing Agreement, we furnish below details of voting results on the Agenda items at the Annual General Meeting of Shareholders of the Bank held on 22.06.2015 at Bengaluru:

- 1) Date of the AGM: **22.06.2015**
- 2) Total number of shareholders on record date (15.06.2015): **272806**
- 3) No. of shareholders present in the meeting either in person or through Proxy: **474**

	Present in person	Present through Proxy/ Authorized Representation
Promoters and Promoter Group:	Nil	1
Public:	470	3



विजया बैंक, प्रधान कार्यालय, 41/2, एम जी रोड, बंगलूर, कर्नाटक - 560001
 VIJAYA BANK, HEAD OFFICE, 41/2, M G ROAD, BANGALORE, KARNATAKA-560001

4) No. of Shareholders attended the meeting through Video Conferencing **Nil**

	Present in person	Present through Proxy/ Authorized Representation
Promoters and Promoter Group:	Nil	Nil
Public:	Nil	Nil

5) Details of the Agenda:

- 1. To discuss, approve and adopt financial statements of the Bank as on 31.03.2015**
- 2. To declare dividend for the year 2014-15**
- 3. To seek consent of the shareholders for Capital Issue**

6) Resolution Required:

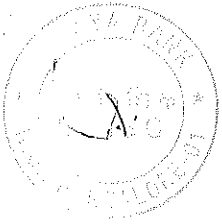
- Ordinary Resolution for Agenda Item No.1 and 2**
Special Resolution for Agenda Item No.3

7) Mode of voting: **E-voting and Poll at the Meeting**
Consolidated results of Remote e-votes and Voting at AGM are enclosed.

Thanking You,
Yours faithfully,



K RENU
COMPANY SECRETARY



**S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES**

10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email snaco@snaco.net: website www.snaco.net

SCRUTINIZER'S REPORT

NAME OF THE BANK	VIJAYA BANK
MEETING	15 TH Annual General Meeting
DATE & TIME	Monday, June 22, 2015 at 10.30 a.m.
VENUE	Mulki Sunder Ram Shetty Auditorium, Vijaya Bank Head Office, M. G. Road, Bengaluru-560001

1. Appointment as Scrutinizer:

We were appointed as Scrutinizer for the remote e-voting as well the voting to be conducted at the 15th Annual General Meeting (AGM) of **Vijaya Bank** hereinafter referred to as **the Bank** held on Monday, June 22, 2015 at 10.30 a.m. at Mulki Sunder Ram Shetty Auditorium, Vijaya Bank Head Office, M. G. Road, Bengaluru-560001.

2. Dispatch of Notice convening the Meeting

The Bank has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the purpose of e-Voting, the Bank completed dispatch of the Notice of e-Voting;

- on 27th May, 2015 by email to 1,14,960 shareholders who had registered their email-ids with Depositories, and
- on 26th May, 2015 by Registered Post to 1,60,412 shareholders respectively.

Malata A. Kumar

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3. Cut-off date

The Voting rights were reckoned as on **Monday, 15th June, 2015**, being the Cut-off date for the purpose of deciding the entitlements of shareholders at the remote e-Voting and voting at the Meeting.

4. Remote E-voting

4.1 Agency:

The Bank had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.

4.2 Remote e-voting:

Remote e-Voting was open for three days from **10.00 a.m. on Friday, 19th June, 2015 to 5.00 p.m. on Sunday, 21st June, 2015** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and Special Resolutions, on the e-Voting platform provided by CDSL.

5. Voting at the AGM:

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizers shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the e-Voting Agency provided us with the names, DP Id / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

Mulak A. Kumar

**S. N. ANANTHASUBRAMANIAN & CO.
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5.3 We, Ms. Malati Kumar of S. N. ANANTHASUBRAMANIAN & Co, Practising Company Secretary and Mrs. C.M.Sujata, a Shareholder of the Bank (DP Id No. IN 302148 10211139) were appointed as Scrutinizers for the purpose of scrutinizing the voting at the Annual General Meeting of the Equity Shareholders of Vijaya Bank, held on Friday, June 22, 2015 at 10.30 a.m. at Mulki Sunder Ram Shetty Auditorium, Vijaya Bank Head Office, M.G. Road, Bengaluru - 560 001

6. Counting Process

- 6.1 After the Chairman announced the commencement of voting, four ballot boxes kept for polling were locked in our presence with due identification marks placed by me.
- 6.2 On completion of voting at the Meeting, the locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.
- 6.3 The remote e-voting results were then unblocked on the CDSL E-voting platform before Mr. Ganapathy H. and Mr. Nikunj Daftary and the e-voting details downloaded.
- 6.4 In terms of Section 3(2E) of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970, 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 in excess of 10% of the total voting rights of all shareholders of the bank.
- 6.5 Accordingly, it was confirmed that no shareholders of the Bank individually or together were holding equity shares in excess of 10% of the total voting rights of all shareholders of the bank as on the cut-off date i.e. 15th June, 2015.

Malati A. Kumar

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7. Results

- 7.1 I observed that
- a) 143 shareholders had cast their votes at the meeting
 - b) 110 shareholders had cast their votes through remote e-voting.
- 7.2 The consolidated results with respect to each item on the agenda as set out in the Notice of the 15th AGM dated 19th May 2015 is enclosed.
- 7.3 Based on the aforesaid results, two **Ordinary Resolutions** and one **Special Resolution** as contained in **Item No.1 to Item No.3** of the Notice dated **19th May, 2015**, have been passed with **requisite majority**.
- 7.4 Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR", "AGAINST" and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the Results by the Bank.

For S. N. Ananthasubramanian & Co.

Shareholder Scrutinizer

Malati A. Kumar

**Malati Kumar
Associate
C.P. No. 10980**

C.M.S.

Mrs. C. M. Sujata

**Date : 22/06/2015
Place : Bengaluru**

**Date : 22/06/2015
Place : Bengaluru**

**S. N. ANANTHASUBRAMANIAN & CO.
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Consolidated Results

Item No. 1 : Approve and adopt the Audited Balance sheet of the Bank as on 31st March, 2015, the profit and loss account for the year ended on that date and report of the Directors.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Voting at the AGM	Total	
Assent	8,42,70,712	63,63,06,422	72,05,77,134	100.00
Dissent	510	800	1,310	0.00
Abstain	100	0	100	0.00
Total	8,42,71,322	63,63,07,222	72,05,78,544	100.00

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

Particulars	Number of votes contained in			Percentage
	Remote e-votes	Voting at AGM	Total	
Assent	8,44,30,453	63,63,02,622	72,07,33,075	100.00
Dissent	510	4,600	5,110	0.00
Abstain	0	0	0	0.00
Total	8,44,30,963	63,63,07,222	72,07,38,185	100.00

Item No. 3 : To create, offer, issue and allot by way of Qualified Institutional Placement (QIP) such number of equity shares of the Bank to Qualified Institutional Buyers (QIB) to raise an amount not exceeding Rs. 600 Crores

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Voting at AGM	Total	
Assent	8,44,30,028	63,63,04,959	72,07,34,987	100.00
Dissent	845	1263	2,108	0.00
Abstain	90	0	90	0.00
Total	8,44,30,963	63,63,06,222	72,07,37,185	100.00

[Signature]

Malati A. Kumar

Report of Scrutinizer on remote e-Voting & voting by Shareholders of Vijaya Bank at the 15th AGM

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Based on the aforesaid results, two **Ordinary Resolutions** and one **Special Resolution** as contained in **Item No.1 to Item No.3** of the Notice dated **19th May, 2015**, have been passed with **requisite majority**.

For S. N. Ananthasubramanian & Co.

Shareholder Scrutinizer

Malati A. Kumar

**Malati Kumar
Associate
C.P. No. 10980**

**Date : 22/06/2015
Place : Bengaluru**

C. M. Sujata

Mrs. C. M. Sujata

**Date : 22/06/2015
Place : Bengaluru**