



ING Vysya Bank Limited
Regd. & Corp. Office : 'ING Vysya House',
No. 22, M.G. Road,
Bangalore – 560 001.

Venue	: The Auditorium, 'ING Vysya House', No. 22, M.G. Road, Bangalore - 560 001.
Date	: Tuesday, 24 June 2014
Time	: 11.00 A.M.

NOTICE

Notice is hereby given that the 83rd Annual General Meeting of ING Vysya Bank Limited will be held at The Auditorium, 'ING Vysya House', No. 22, M. G. Road, Bangalore – 560 001 on Tuesday, 24 June 2014, at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31 March 2014, Profit and Loss Account for the year ended on that date together with the Auditors' Report thereon and the Directors' Report attached thereto for that year.
2. To declare a dividend on equity shares for the year ended 31 March 2014.
3. To appoint a Director in place of Mr. Mark Edwin Newman who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s BSR & Co. LLP, Chartered Accountants, as the Auditors of the Bank and authorize the Board of Directors to fix their remuneration.

To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and of the Banking Regulation Act, 1949, M/s. B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W), be and are hereby re-appointed as Statutory Auditors of the Bank for the financial year 2014-15, subject to the approval of the Reserve Bank of India, under Section 30(1A) of the Banking Regulation Act, 1949, to hold office from the conclusion of the 83rd Annual General Meeting till the conclusion of the next Annual General Meeting of the Bank under Section 139 of the Companies Act, 2013, on a remuneration (including the terms of payment) to be fixed by the Board of Directors of the Bank, based on the recommendation of the Audit Committee of the Board, plus service tax and such other tax(es), as may be applicable, and re-imbursement of out-of-pocket expenses as may be agreed to by the said Board in connection with the audit of the accounts of the Bank for the year ending 31 March 2015."

SPECIAL BUSINESS

5. Amendment to Articles of Association

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of Companies Act 2013, the Articles of Association of the Company be and is hereby amended by way of substitution of Article 28, Article 40 (e) and Article 75 in the following manner:

AMENDMENT OF ARTICLE 28 BY WAY OF SUBSTITUTION

- i. By substituting the following Article in place of the existing Article 28

28. The Board shall at its liberty, at any time, appropriate the whole or any portion of the amount of deposits or dividends or any other money due by the Bank, as long as such Deposits or Dividends are not mandated to be transferred to Depositor Education and Awareness Fund (DEAF) and Investor Education and Protection Fund (IEPF) respectively, towards the calls, debts, liabilities or engagements of the indebted shareholder or depositor, without any consent, and notwithstanding any opposition on his part, when after such debt shall have accrued due, a notice requiring payment within 14 days has been given and not complied with.

AMENDMENT OF CLAUSE (e) OF ARTICLE 40 BY WAY OF SUBSTITUTION

- ii. By substituting the following clause (e) of Article 40 in place of the existing clause (e) of Article 40

40. e) No person directly or indirectly shall acquire or agree to acquire shares or voting rights which acquisition taken together with shares and voting rights, if any, held by him or his relative or associate enterprise or person acting in concert with him, makes the applicant to hold to a level of 5% or more of the total paid-up share capital of the Bank entitling such person to exercise five per cent or more of the voting rights in the Bank unless prior approval of the Reserve Bank of India has been obtained in this regard by such person.

AMENDMENT OF ARTICLE 75 BY WAY OF SUBSTITUTION

- iii. By substituting the following Article in place of the existing Article 75

75. On a show of hands every member present in person shall have one vote and on a poll every member shall have voting rights in proportion to his share of paid up capital (face value) of the Bank provided that no shareholder shall have more than 10 percent or such percentage, which may be increased by Reserve Bank of India in a phased manner but not exceeding 26 percent of total voting rights of all the shareholders of the Bank, irrespective of the number of shares held by him. But no shareholder shall exercise any voting rights in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Bank has, and has exercised, any right of lien."

By Order of the Board

Place : Bangalore
Date : 29 April 2014

M V S APPA RAO
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. The instrument of proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Bank at ING Vysya House, No. 22, M. G. Road, Bangalore – 560 001 at least 48 hours before the commencement of the meeting i.e. before 11:00 A.M. on Sunday, 22 June 2014.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Bank carrying voting rights.

Any member holding more than ten percent, of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Register of Members and Share Transfer Books of the Bank shall remain closed from Friday, 13 June 2014 to Tuesday, 24 June 2014 (both days inclusive).

Dividend for the year ended 31 March 2014, if declared at the Meeting, will be paid on and from Tuesday, 24 June 2014 but not beyond Wednesday, 23 July 2014:

- (i) to those Members, holding shares in physical form, whose names appear in the Register of Members at the close of business hours on Thursday, 12 June 2014 after giving effect to all valid transfers in physical form lodged with the Bank and / or its Registrars and Share Transfer (R & T) Agents on or before Thursday, 12 June 2014; and
- (ii) in respect of shares held in electronic (demat) form, on the basis of beneficial ownership as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Thursday, 12 June 2014.



In terms of the directive of Securities and Exchange Board of India (SEBI), shares issued by companies should rank *pari passu* in all respects, including dividend entitlement. Equity shares allotted by the Bank during the period from 01 April 2014 to 12 June 2014 including equity shares allotted under the ING Vysya Bank Employees Stock Option Schemes (ESOS) and members whose names are appearing in the Register of Members as on the date of commencement of Book Closure i.e. on 12 June 2014, apart from Rights Shares kept in abeyance in respect of Rights Issue made in 1996 and 2005, will be entitled for full dividend for the financial year ended 31 March 2014, if declared at the Meeting subject to applicable regulations.

3. Pursuant to the provisions of Section 205A of the Companies Act, 1956 (since relevant section 124 of Companies Act 2013 is yet to be notified as on the date of this Notice), the amount of dividend remaining unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and, thereafter, no payments shall be made by the Bank or by the IEPF in respect of such amounts. Therefore, the amount of unclaimed dividend for the financial years ended up to 31 March 2006 has been transferred, and for the financial year ended 31 March 2007, dividend amount of ₹ 389,537.00 of dividend stands due for transfer to IEPF on 02 August 2014.

Members who have not yet encashed their dividend warrant(s) for any subsequent financial year(s) are requested to submit their claims to the R & T Agents of the Bank without any delay.

4. Members holding shares in electronic form may please note that, in terms of the mandate of the Securities and Exchange Board of India (SEBI), dividend will be credited through Electronic mode of remittance to the Bank Account of the Shareholder mentioned in the details furnished by the respective Depositories to the Bank on the date of book closure, provided the MICR / IFS Code has also been furnished and the Bank account pertains to a city where ECS / NEFT facility is available. Members holding shares in dematerialised mode are requested to intimate all updates pertaining to their bank details, nominations, power of attorney, change of address / name etc., to their Depository Participant (DP) only and not to the Bank or its R & T Agents. Such changes will automatically reflect in the Bank's records.
5. Members holding shares in physical form are requested to notify the changes, if any, in their address immediately to the R & T Agents / Bank giving full address in capital letters invariably with the relevant Postal Index Number (PIN) code.
6. Members holding shares in physical form are requested to avail Nomination facility for hassle free transmission of shares to their beloved ones. They may request for the prescribed format or alternatively they may download by visiting the Bank's website, under the section 'Information to Shareholders'. (<http://www.ingvysyabank.com/personal-banking/products/about-us/shareholder-information.aspx>)
7. Members holding shares in physical form are requested to opt for dematerialisation of shares and to know more about dematerialisation benefits, they may visit the Bank's website, under the section 'Information to Shareholders'. (<http://www.ingvysyabank.com/personal-banking/products/about-us/shareholder-information.aspx>)
8. Legal heirs of deceased Shareholders (who were members as on record date of 28 February 2005), are requested to expeditiously complete the transmission procedure and claim the rights shares issued by the Bank in the year 2005 which are kept in abeyance, by contacting our R & T Agents at an early date.
9. Members holding shares in physical form are requested to quote their Registered Folio number in their correspondence with the R & T Agents / Bank. Those Shareholders who have dematerialised their shares are requested to quote both their Client ID No. and DP ID No. in their correspondence with the R & T Agents / Bank.
10. The Bank has on 18 May 2012 sent an e-mail communication to the all shareholders who have registered their email address to support a "Green Initiative in Corporate Governance" initiated by the Ministry of Corporate Affairs ("Ministry") to receive all communications from the Bank including Annual Report in electronic mode. We request all the shareholders to register their email address with our R & T Agents and with your DP if not already done, at an early date, to be part of this green initiative.



11. Pursuant to the requirements relating to Corporate Governance under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the information about the Directors proposed to be re-appointed is given in the Annexure to this Notice.
12. Only registered members / beneficial owners carrying their attendance slips and holders of valid proxy forms registered with the Bank are permitted to attend the meeting and they are encouraged to carry with them the Annual Report mailed along with this Notice.
13. Members are requested to avoid being accompanied by non-members and / or children.
14. Members are requested to be seated at the meeting hall before the scheduled time of commencement of the Annual General Meeting.

By Order of the Board

Place : Bangalore
Date : 29 April 2014

M V S APPA RAO
Company Secretary

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Government of India, Ministry of Finance, notified the Banking Law Amendments Act, 2012, vide Gazette Notification dated 17 January 2013, making certain amendments to the Banking Regulation Act, 1949.

The amendments are binding on Banks notwithstanding any clauses to the contrary contained in the Memorandum of Association (MoA) and Articles of Association (AoA) of the Banks. Banks have, therefore been advised by RBI vide its letter DBOD.NO. PSBD.BC.62/16.13.100/ 2013-14 dated 23 October 2013 to make necessary amendments in the MoA and AoA.

The proposed amendments to the Articles of Association of the Bank are in line with the amended Banking Regulation Act, 1949.

This item proposes to alter the Articles of Association in respect of the following Articles viz.,

i. AMENDMENT OF ARTICLE 28 BY WAY OF SUBSTITUTION

The new Clause 28 provides for the appropriation of deposits and dividend towards Bank's dues with the exception of the unclaimed deposits required to be transferred to a new fund Depositor Education and Awareness Fund (DEAF) and unpaid dividends required to be transferred to the Investor Education and Protection Fund (IEPF) as facilitated by Section 26A in the Banking Regulation Act 1949.

Reference to Article Number in Articles of Association	Action i.e. deletion, substitution or insertion, if any	Existing Article	Amended Article to read as
Article 28	Substitution of existing Article	28. The Board shall at its liberty, at any time to appropriate the whole or any portion of the amount of deposits or dividends or any other money due by the Bank, towards the calls, debts, liabilities or engagements of the indebted shareholder or depositor, without any consent, and notwithstanding any opposition on his part, when after such debt shall have accrued due, a notice requiring payment within 14 days has been given and not complied with.	28. The Board shall at its liberty, at any time, appropriate the whole or any portion of the amount of deposits or dividends or any other money due by the Bank, as long as such Deposits or Dividends are not mandated to be transferred to Depositor Education and Awareness Fund (DEAF) and Investor Education and Protection Fund (IEPF) respectively, towards the calls, debts, liabilities or engagements of the indebted shareholder or depositor, without any consent, and notwithstanding any opposition on his part, when after such debt shall have accrued due, a notice requiring payment within 14 days has been given and not complied with.

ii. AMENDMENT OF CLAUSE (e) OF ARTICLE 40 BY WAY OF SUBSTITUTION

The new clause 40 (e) reflects new Section 12B of the Banking Regulation Act, 1949 which extends the restriction to not only to acquirer but to a person who agrees to acquire 5% or more stake / voting rights and who would constitute connected persons of the acquirer.

Reference to Article Number in Articles of Association	Action i.e. deletion, substitution or insertion, if any	Existing Article	Amended Article to read as
Clause (e) of Article 40	Substitution of existing clause	40 (e) No person or group of persons shall acquire any shares of the Bank which would take his/her/its holding to a level of 5% or more (or such percentage as may be prescribed by the Reserve Bank of India from time to time) of the total paid up capital of the Bank, unless prior approval of the Reserve Bank of India has been obtained in this regard by such person or group of persons.	40.(e) No person directly or indirectly shall acquire or agree to acquire shares or voting rights which acquisition taken together with shares and voting rights, if any, held by him or his relative or associate enterprise or person acting in concert with him, makes the applicant to hold to a level of 5% or more of the total paid-up share capital of the Bank entitling such person to exercise five per cent or more of the voting rights in the Bank unless prior approval of the Reserve Bank of India has been obtained in this regard by such person.

iii. AMENDMENT OF ARTICLE 75 BY WAY OF SUBSTITUTION

The new clause aligns itself with the Banking Laws Amendment Act, 2012 which inserted a proviso under Section 12 (2) of the Banking Regulation Act, 1949 which empowers Reserve Bank of India to increase, in a phased manner, such ceiling on voting rights from ten percent to twenty six percent.

Reference to Article Number in Articles of Association	Action i.e. deletion, substitution or insertion, if any	Existing Article	Amended Article to read as
Article 75	Substitution of existing clause	75. On a show of hands every member present in person shall have one vote and on a poll every member shall have voting rights in proportion to his share of paid up capital (face value) of the Bank provided that no shareholder shall have more than 10 percent or such percentage, as may be permitted under the prevailing laws as may be amended from time to time, of total voting rights of all the shareholders of the Bank, irrespective of the number of shares held by him. But no shareholder shall exercise any voting rights in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Bank has, and has exercised, any right of lien.	75. On a show of hands every member present in person shall have one vote and on a poll every member shall have voting rights in proportion to his share of paid up capital (face value) of the Bank provided that no shareholder shall have more than 10 percent or such percentage, which may be increased by Reserve Bank of India in a phased manner but not exceeding 26 percent of total voting rights of all the shareholders of the Bank, irrespective of the number of shares held by him. But no shareholder shall exercise any voting rights in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Bank has, and has exercised, any right of lien.



The Directors recommend the adoption of the resolution at Item No. 5 of the Notice for amending the Articles of Association of the Bank.

None of the Directors, key managerial personnel and their relatives are, either directly or indirectly, concerned or interested in this resolution.

ANNEXURE TO NOTICE DATED 29 APRIL 2014

Pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, following information is furnished about the Director(s) proposed to be re-appointed.

(1) Mr. Mark Edwin Newman

Mr. Mark Edwin Newman (age: 47) was first appointed on the Board effective 07 September 2011.

Mr. Mark Edwin Newman is a Chartered Accountant and has obtained Mathematics (Honours) degree from King's College London.

Mark Newman is CEO of ING Commercial Banking, Asia. He started his career at Deloitte Haskins and Sells where he qualified as a Chartered Accountant before joining ING in 1992, in London.

Mark had a number of internal audit and risk management roles in London before moving to Asia in 1996. Since then he held a number of positions within Financial Markets including Head of Structured Products, Asia and Head of Financial Markets Hong Kong, before being appointed as the Regional Head of Financial Markets, Asia in 2005 and CEO of ING Commercial Banking, Asia in August 2012. He is also Executive Management Board Member of ASIFMA (Asia Securities Industry and Financial Markets Association).

Mr. Mark Newman did not hold any shares of the Bank as on 31 March 2014.

Directorships of other Companies:

- Asia Securities Industry and Financial Markets (ASIFMA)
- Encore Pilates Pte Ltd.



VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, it is mandatory to extend to the Members of the Company, the facility to vote at the AGM by electronic means.

Members of the Company can transact all the items of the business through electronic voting system as contained in the Notice of the Meeting.

The Company has appointed Mr. S. P. Nagarajan, Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Bank. The result of the same will be disclosed at the Annual General Meeting (AGM) proceedings.

INSTRUCTION FOR E-VOTING

1. To use the following URL for e-voting:
From Karvy website : <http://evoting.karvy.com>
2. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.
3. Enter the login credentials [i.e., User ID and password mentioned in the Attendance Slip].
4. After entering the details appropriately, click on LOGIN.
5. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT i.e., ING Vysya Bank Limited.
8. On the voting page, enter the number of shares as on the cut off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
9. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folio/ demat account.
10. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
11. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
12. The Portal will be open for voting from 9 A.M. on 18 June 2014 to 6 P.M. on 20 June 2014.
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).



ING VYSYA BANK LIMITED - 83rd AGM

Sl. No. :

Folio / Id No. :

Name :

No. of Shares :

ATTENDANCE SLIP

This slip is to be
handed over at the
Registration Counter

Signature of the Member / Proxy

ELECTRONIC VOTING THREE CALENDAR DAYS PRIOR TO MEETING

(Please follow the instructions for e-voting mentioned in Page No. 8 of Notice of 83rd AGM).

E-voting Sequence Number	USER Id	PASSWORD

To participate in the AGM please show this slip at the entrance of the meeting hall and retain it till the end of the meeting.



ING Vysya Bank Limited

TUESDAY, 24 JUNE 2014, AT 11.00 A.M. AT THE AUDITORIUM
'ING VYSYA HOUSE', NO. 22, M.G. ROAD, BANGALORE - 560 001.

ADMISSION SLIP 83rd ANNUAL GENERAL MEETING

Name:

Folio / Id No. :

No. of Shares :

I hereby register my presence at the meeting.

Name of the Member / Proxy

Signature of the Member / Proxy



ING Vysya Bank Limited

Regd. & Corporate Office : 'ING Vysya House', No. 22, M.G. Road, Bangalore - 560 001.
CIN : L85110KA1930PLC000124

PROXY FORM

	Folio No / Client Id No.
	DP Id No.
	E-mail Id

I/We, being the member(s) holding shares of ING Vysya Bank Limited, hereby appoint

1. Name : Address : E-mail Id : Signature : or failing him	2. Name : Address : E-mail Id : Signature : or failing him	3. Name : Address : E-mail Id : Signature :
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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 83rd Annual General Meeting of the ING Vysya Bank Limited, to be held on 24 June 2014 at the Auditorium, ING Vysya House, No. 22, M.G. Road, Bangalore - 560 001 and at any adjournment thereof in respect of such resolutions as indicated overleaf (Please tick your choice - For/Against).

FOR OFFICE USE ONLY

PROXY No.	DATE OF RECEIPT

THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED AND SIGNED BY A MEMBER AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE BANK AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. 11.00 A.M. ON SUNDAY, 22 JUNE 2014.

SIGNATURE _____

AFFIX
₹ 1/-
REVENUE
STAMP

Signed this day of 2014

(P.T.O.)

Statement showing the manner in which each resolution has to be voted on my/ our behalf by my/ our Proxy holder

Resln. No.	Particulars of Resolution	Vote	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Balance Sheet as at 31 March 2014, Profit and Loss Account for the year ended on that date together with the Auditors' Report thereon and the Directors' Report attached thereto for that year.		
2.	To declare a dividend on equity shares for the year ended 31 March 2014.		
3.	To appoint a Director in place of Mr. Mark Edwin Newman who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To re-appoint M/s BSR & Co. LLP, Chartered Accountants, as the Auditors of the Bank for the year 2014-15 and authorize the Board of Directors to fix their remuneration.		
Special Business			
5.	Amendment to Articles of Association		