

**DECLARATION OF RESULT OF POSTAL BALLOT BASED ON
THE REPORT OF THE SCRUTINIZER**

Sub: Special resolution passed regarding further issue of capital by way of private placement of equity shares to Qualified Institutional buyers and preferential allotment to Foreign Promoters

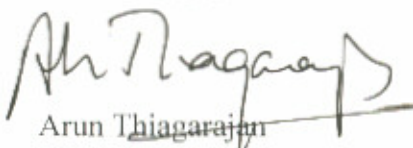
Ref: Postal ballot notice dated 2-May-2011 &
Scrutinizer's report dated 8th June, 2011 issued by M/s V Sreedharan &
Associates, Companies Secretaries.

The summarised result of the Postal Ballot Scrutiny is as given below:

Sl. No	Particulars	No. of Equity Shares	Percentage
1	Votes cast in favour of the Special Resolution	4,39,81,747	92.53
2	Votes cast against the Special Resolution	35,48,502	7.47
	TOTAL	4,75,30,249	100.00

Based on the report of the Scrutinizer enclosed as annexure A and as summarised above the proposed special resolution be and is hereby declared as duly passed by the members by requisite majority.

For **ING Vysya Bank Limited**


Arun Thiagarajan
Chairman

Place: Bangalore
Date: 8 June, 2011



ING Vysya Bank Limited

Regd. & Corporate Office : 'ING Vysya House',
22, M. G. Road, Bangalore - 560 001, India.
T : +91 80 25005000
www.ingvysyabank.com

V. Sreedharan & Associates
Company Secretaries

Tel : 080-22290394
Fax : 080-22116252
Mobile : 98452 14399, 99867 71214
sreedharan@vsnl.com, pbk1079@gmail.com
GNR Complex, 1st Floor, 32/33, 8th Cross,
Opp. Wilson Garden Police Station,
Wilson Garden, Bangalore - 560 027.

June 8, 2011

SCRUTINIZER'S REPORT

The Chairman
ING Vysya Bank Limited
'ING Vysya House',
No. 22, M.G. Road,
Bangalore 560 001

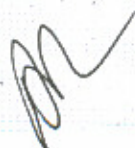
Sir,

1. The Board of Directors of the company at its meeting held on May 2, 2011 had appointed me as a Scrutinizer for conducting the postal ballot voting process for the subject in Postal Ballot Notice dated May 2, 2011 relating to further issue of capital by way of Private Placement of Equity Shares to Qualified Institutional Buyers and Preferential Allotment to Foreign Promoters.
2. I submit my report as under:
 - 2.1 The Company (through Infomedia 18 Limited, Mumbai) had despatched the postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on May 2, 2011. The despatches commenced on May 6, 2011 and concluded on May 7, 2011 and were effected by ordinary post, as the system of despatch by Certificate of Posting was discontinued by the Postal Authorities from February, 2011.
 - 2.2 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 2.4 The ballot box was opened on June 7, 2011 in my presence.
 - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/List of Beneficiaries as on May 2, 2011.



- 2.6 All postal ballot forms received upto the close of working hours on June 6, 2011 being the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
- 2.7 Envelopes containing postal ballot forms received after June 6, 2011 were not considered for my scrutiny. Such envelopes aggregated to 79 Nos (Seventy Nine) vide Serial Nos. 01 to 79. These envelopes were not opened and they are separately kept.
- 2.8 Envelopes containing postal ballot forms returned undelivered aggregated to 854 Nos. (Eight Hundred and Fifty Four) vide Serial Nos. 01 to 854. These envelopes were also not opened and they are separately kept.
- 2.9 I did not find any defaced or mutilated ballot paper.
3. A summary of the analysis of the postal ballot forms received for the proposed Special Resolution for private placement of equity shares to Qualified Institutional Buyers and Preferential Allotment to Foreign Promoters is given below:

Particulars	No. of Postal ballot forms	No. of Shares (of Rs 10/- each)	% of total paid-up equity capital (i.e. 12,10,06,393 equity shares)
(a) Total postal ballot forms received	814	7,65,76,678	63.28
(b) Less: Invalid postal ballot forms (as per register) (Excludes 8 cases where members have partly voted)	38	3,72,295	0.31
(c) Net valid postal ballot forms (as per register)	776	7,62,04,383	62.97
(d) Postal ballot forms with assent for the Resolution and as percentage of Net valid shares polled	638	4,39,81,747 (See Note)	92.53
(e) Postal ballot forms with dissent for the Resolution and as a percentage of Net valid shares polled	138	35,48,502	7.47




Note:	No: of shares
No: of votes cast in favour of the Special Resolution	4,39,81,747 *
Total votes cast in Favour of the Resolution	7,26,55,881
Less: votes cast by ING Mauritius Holdings (holding more than 10%)	4,07,74,773
	----- 3,18,81,108
Add: As per Section 12(2) of the Banking Regulation Act, the total number of votes to be considered is 10% of the total voting rights of all the shareholders of the banking company: ie, 10% of 12,10,06,393 (as on 02.05.2011)	1,21,00,639
	----- 4,39,81,747* -----

The summarised result of the Postal Ballot Scrutiny is presented below:

Sl. No	Subject matter	No: of Equity Shares	Percentage to total valid votes/shares polled(Sl. No. 1+2)
1	Votes cast in Favour of the Special Resolution	4,39,81,747	92.53
2	Votes cast Against the Special Resolution	35,48,502	7.47
	TOTAL	4,75,30,249	100.00

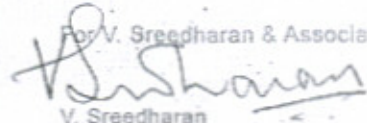
(The Votes cast in favour of the Special Resolution is more than three Times of the Votes cast against the said Resolution)



4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Company Secretary authorised by the Board to supervise the postal ballot process.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Place : Hyderabad
Date : June 8, 2011

For V. Sreedharan & Associates

V. Sreedharan
Partner
F.C.S. - 2347 : C.P.No. 833