



Karur Vysya Bank
Smart way to bank

Our Bank was incorporated as The Karur Vysya Bank Limited (the "Bank" or the "Issuer") on June 22, 1916 under the Companies Act, 1913. Our Bank received the license to carry on banking business in India under the Banking Regulation Act, 1949, from the Reserve Bank of India on December 20, 1958.

Registered Office: Post Box No. 21, Erode Road, Karur - 639002, Tamil Nadu, India **Tel No:** +91 4324 269437 / 269441 / 269443; **Fax No.:** +91 4324 225700; **Contact Person:** Mr. Srinivasa Rao Maddirala, Company Secretary and Compliance Officer
E-mail: kvb_sig@kvbmail.com, **Website:** www.kvb.co.in; **Corporate Identification Number:** L65110TN1916PLC001295

ISSUE CLOSES TODAY

ISSUE OF UP TO 11,87,81,048 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") OF OUR BANK FOR CASH AT A PRICE OF ₹ 76 PER EQUITY SHARE ("ISSUE PRICE") (INCLUDING A PREMIUM OF ₹ 74 PER EQUITY SHARE) AGGREGATING UP TO ₹ 902.74 CRORES BY OUR BANK. THE ISSUE COMPRISES AN ISSUE OF UP TO 10,16,21,048 EQUITY SHARES TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR BANK ON RIGHTS BASIS IN THE RATIO OF 1 (ONE) FULLY PAID-UP EQUITY SHARE FOR EVERY 6 (SIX) FULLY PAID-UP EQUITY SHARES HELD ON OCTOBER 13, 2017 (THE "RECORD DATE") AGGREGATING UP TO ₹ 772.32 CRORES AND A RESERVATION OF UP TO 1,71,60,000 EQUITY SHARES FOR THE ELIGIBLE EMPLOYEES OF OUR BANK AGGREGATING UP TO ₹ 130.42 CRORES (THE "EMPLOYEE RESERVATION PORTION"). THE ISSUE TO THE ELIGIBLE EQUITY SHAREHOLDERS AND ELIGIBLE EMPLOYEES, COLLECTIVELY REFERRED TO AS THE ISSUE. THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE NET ISSUE. THE ISSUE PRICE IS 38 TIMES THE FACE VALUE OF THE EQUITY SHARES. THE ENTIRE ISSUE PRICE FOR THE EQUITY SHARE IS PAYABLE ON APPLICATION.

ASBA*

Simple, Safe, Smart way of Application - Make use of it !!!

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.

PLEASE NOTE THAT IN ACCORDANCE WITH THE PROVISIONS OF THE SEBI CIRCULAR NO. CIR/OIAE/2/2011 DATED APRIL 29, 2011. ALL QIBS, NON-INSTITUTIONAL INVESTORS AND NON-RETAIL INDIVIDUAL INVESTORS COMPLYING WITH THE ELIGIBILITY CONDITIONS PRESCRIBED UNDER THE SEBI CIRCULAR NO. SEBI/CFD/DIL/ASBA/1/2009/30/12 DATED DECEMBER 30, 2009 MUST MANDATORILY INVEST THROUGH THE ASBA PROCESS. APPLICANTS THAT ARE QIBS, NON-INSTITUTIONAL INVESTORS AND NON-RETAIL INDIVIDUAL INVESTORS WHOSE APPLICATION MONEY EXCEEDS ₹ 200,000 CAN PARTICIPATE IN THE ISSUE ONLY THROUGH THE ASBA PROCESS. THE INVESTORS WHO ARE (I) NOT QIBS; (II) NOT NON-INSTITUTIONAL INVESTORS; OR (III) INVESTORS WHOSE APPLICATION AMOUNT IS NOT MORE THAN ₹ 200,000, CAN PARTICIPATE IN THE ISSUE EITHER THROUGH THE ASBA PROCESS OR THE NON ASBA PROCESS. ASBA INVESTORS SHOULD CAREFULLY READ THE PROVISIONS APPLICABLE TO SUCH APPLICATIONS BEFORE MAKING THEIR APPLICATION THROUGH THE ASBA PROCESS. PLEASE SEE "TERMS OF THE ISSUE - PROCEDURE FOR APPLICATION" ON PAGE 143 OF THE LETTER OF OFFER. AMONG NON-RESIDENT INVESTORS, ONLY THE EXISTING NON-RESIDENT SHAREHOLDERS CAN APPLY FOR ADDITIONAL EQUITY SHARES. OTHERWISE, APPLICATIONS OF SUCH NON-RETAIL INVESTORS ARE LIABLE FOR REJECTION. ALL RETAIL INVESTORS ARE ENCOURAGED TO MAKE USE OF ASBA FACILITY WHEREVER SUCH FACILITY IS AVAILABLE. ASBA APPLICANT(S) SHALL MEAN AN APPLICANT WHO: I) HOLDS THE EQUITY SHARES IN DEMATERIALIZED FORM AS ON THE RECORD DATE AND HAS APPLIED TOWARDS HIS/HER RIGHTS ENTITLEMENTS OR ADDITIONAL RIGHTS EQUITY SHARES IN THE ISSUE IN DEMATERIALIZED FORM; II) HAS NOT RENOUNCED HIS/HER RIGHTS ENTITLEMENTS IN FULL OR IN PART; III) IS NOT A RENOUNCEE; AND IV) APPLIES THROUGH A BANK ACCOUNT MAINTAINED WITH ONE OF THE SCSBs.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors may apply through the ASBA process subject to the compliance of conditions for being an ASBA Investor. The ASBA Investor is required to fill the CAF (for Eligible Equity Shareholder) or the EAF (for the Eligible Employee) and submit the same to the SCSB. The SCSB will block the amount in the account as per the authority contained in the CAF and the EAF. On allotment, the amount will be unblocked and the account will be debited only to the extent required to be paid for allotment of Equity Shares. Hence, there will be no need of refunds. For more details on the ASBA process, please refer to the details given in the ALOF and also please refer to the section "The ASBS Facility" beginning on page 143 of the Letter of Offer.

ELIGIBLE EQUITY SHAREHOLDERS AND ELIGIBLE EMPLOYEES APPLYING UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES OF THE BANK UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH APPLICANT ON RECORD DATE.

DISPATCH OF ABRIDGED LETTER OF OFFER ("ALOF"), COMPOSITE APPLICATION FORM ("CAF") AND THE EMPLOYEE APPLICATION FORM ("EAF") (HEREINAFTER AND TOGETHER THE "APPLICATION FORM"): The dispatch of the Application Form along with ALOF has been completed by the Registrar to the Issue. viz. **Karvy Computershare Private Limited** through Registered Post/Speed Post on October 17, 2017 to the Eligible Equity Shareholders and Eligible Employees of the Bank on the record date (i.e. October 13, 2017).

The Application Form duly completed together with the amount payable on application must be deposited with the collecting bank indicated on the reverse of the Application Form, and not with the Lead Manager or the Bank before the close of banking hours on or before the Issue Closing Date i.e., November 10, 2017. A separate cheque or bank draft must accompany the Application Form. Eligible Equity Shareholders/Investors (including Non-resident Shareholders/Investors applying on non-repatriation basis) and Eligible Employees residing at places other than the cities where the branches of Escrow Collection Bank have been authorised by the Bank for collecting applications should send their completed Application Form by registered post/speed post to the Registrar to the Issue, **Karvy Computershare Private Limited** along with demand draft (net of bank and postal charges) payable at Hyderabad in favour of "The Karur Vysya Bank Limited - Rights Issue - R" crossed "A/c Payee only" so that the same are received on or before the Issue Closing Date i.e. November 10, 2017. In case of Non-resident Shareholders/Investors applying on a repatriation basis, the demand drafts (net of bank and postal charges) should be drawn in favour of "The Karur Vysya Bank Limited - Rights Issue - NR" crossed "A/c Payee only" payable at Hyderabad/Mumbai (if sending to collection center at Hyderabad/Mumbai). Such application sent to anyone other than Registrar to the issue is liable to be rejected. If any portion of the Application Form is/are detached or separated, such application is liable to be rejected.

AVAILABILITY OF DUPLICATE APPLICATION FORM: In case the original Application Form is not received, or is misplaced by the Eligible Equity Shareholders or the Eligible Employees, the Registrar to the Issue will issue a duplicate Application Form on the request of the Investor who should furnish the registered folio number/DP and Client ID number and his/her full name and address to the Registrar to the Issue. Please note that the request for duplicate Application Form should reach the Registrar to the Issue at least seven days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original Application Form for any purpose including renunciation, even if it is received/subsequently. If the Investor violates any of these requirements, he/she shall face the risk of rejection of both the applications. Neither the Registrar nor the Lead Manager or us, shall be responsible for postal delays or loss of duplicate Application Form in transit, if any.

APPLICATION ON PLAIN PAPER by Non-ASBA Investors: An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with Cheque or pay order or demand draft payable at Hyderabad net of bank and postal charges, drawn in favour of the "The Karur Vysya Bank Limited - Rights Issue - R" in case of the resident shareholders. Application to subscribe to the Issue on plain paper and along with Cheque or pay order or demand draft payable at Hyderabad/Mumbai (if sending Collection center at Hyderabad/Mumbai) drawn in favour of the "The Karur Vysya Bank Limited - Rights Issue - NR" in case of the Non resident shareholders and post directly to the Registrar to the Issue or to the collection centres of the Escrow Collection Bank so as to reach them before the Issue Closing Date. The envelope should be superscribed "The Karur Vysya Bank Limited - Rights Issue-R" in the case of a resident non-ASBA investors and non-resident non-ASBA investors applying on non-repatriation basis. The envelope should be superscribed "The Karur Vysya Bank Limited - Rights Issue-NR" and postmarked in India in the case of non-resident non-ASBA investors applying on repatriation basis.

APPLICATION ON PLAIN PAPER by ASBA Investors: An Eligible Equity Shareholder who has neither received the original Application Form nor is in a position to obtain the duplicate Application Form and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper. The envelope should be super-scribed "The Karur Vysya Bank Limited - Rights Issue-R" in case of Resident ASBA Investors or Non Resident ASBA Investors applying on non repatriable basis. In case of Non Resident ASBA Investors applying on repatriation basis, the envelope should be super-scribed "The Karur Vysya Bank Limited - Right Issue-NR" and should be postmarked in India.

Applications on plain paper, duly signed by the Investors including joint holders, in the same order as per specimen recorded with our Bank, must reach the office of the Registrar to the Issue or submitted with the Designated Branch of the SCSB/Escrow Collection Bank, as the case may be, before the Issue Closing Date and should contain the following particulars: • Name of Bank, being "The Karur Vysya Bank Limited"; • Name and address of the Eligible Equity Shareholder including joint holders; • Registered Folio Number/ DP and Client ID No.; • Share certificate numbers and distinctive numbers of Equity Shares (if Equity Shares are held in physical form); • Number of Equity Shares held as on Record Date; • Number of Equity Shares entitled as per Rights Entitlement; • Number of Equity Shares applied for as per Rights Entitlement; • Number of additional Equity Shares applied for, if any; • Total number of Equity Shares applied for; • Total amount paid at the rate of ₹ 76 per Equity Share; • Particulars of cheque/demand draft/pay order; • Savings/ current account number, name and address of the bank where the Eligible Equity Shareholders will be depositing the refund order (in case of Equity Shares held by such Eligible Equity Shareholders in physical form); In case of Equity Shares allotted in dematerialised form, the bank account details will be obtained from the information available with the Depositories; • Details of PAN, except in case of Applications on behalf of the Central or State Government and the officials appointed by the courts and by Investors residing in Sikkim, irrespective of the total value of the Equity Shares being applied for pursuant to the Issue; • Signature of Eligible Equity Shareholders to appear in the same sequence and order as they appear in the records of our Bank; • If the payment is made by a draft purchased from NRE/FCNR/NRO account, as the case may be, an account debit certificate/foreign inward remittance certificate from the bank issuing the draft, confirming that the draft has been issued by debiting the NRE/FCNR/NRO account. • For ASBA Investors, the Application on plain paper should contain details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB. • Additionally, all applicants are deemed to have accepted the undertaking on page 156 of the Letter of Offer.

Overseas Shareholders: No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares and the Rights Entitlement may not be offered or sold, directly or indirectly, and the Letter of Offer, Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in any jurisdiction the except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information only and should not be acted upon for subscription to the Equity Shares, copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer should not, in connection with the Issue or the Rights Entitlements, distribute or send the Letter of Offer or Abridged Letter of Offer in or into jurisdictions where it would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer is received by any person in any such territory, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer. Envelopes containing the CAF should not be dispatched from any jurisdiction where it would be illegal to make an offer and all persons subscribing to the Equity Shares in the Issue must provide an Indian address. For further details, please see the section titled "Overseas Shareholders" on page 6 of the Letter of Offer.

The ALOF and CAF has been dispatched to non-resident Eligible Equity Shareholders at their Indian address only as provided to the Bank.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Rights Entitlements and the Equity Shares are not being offered or sold in the United States in the Issue. The Rights Entitlements and the Equity Shares are being offered and sold in the Issue only outside the United States in "offshore transactions" (as defined in Regulation S under the U.S. Securities Act ("Regulation S")) in reliance on Regulation S.

Any person who acquires Rights Entitlement and the Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed (i) that it is not and that at the time of subscribing for such Equity Shares or the Rights Entitlements, it will not be, in the United States and, (ii) it is authorized to acquire the rights and the Equity Shares in compliance with all applicable laws and regulations.

We reserve the right to treat any CAF as invalid which: (i) does not include the certification set out in the CAF to the effect that the subscriber is not in the United States and is authorized to acquire the Equity Shares offered in the Issue and Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where we believe that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements; and we shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such CAF.

IF AN APPLICANT MAKES AN APPLICATION IN MORE THAN ONE MODE I.E., ON APPLICATION FORM AND ON THE PLAIN PAPER, BOTH APPLICATIONS SHALL BE LIABLE TO BE REJECTED.

Last Date for Application: The last date for submission of the duly filled in Application Form is November 10, 2017. The Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form or the plain paper application, as the case may be, together with the amount payable is not received by the Escrow Collection Bank/ Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board/ a committee of the Board, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Board/a committee of the Board shall be at liberty to dispose off the Equity Shares hereby offered, as provided under "Terms of the Issue - Basis of Allotment" on page 171 of the Letter of Offer.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES OF THE BANK CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING: The existing Equity Shares of our Bank are listed and traded on the National Stock Exchange of India Limited ("NSE") and have been permitted to trade on BSE Limited ("BSE") under the 'Permitted Securities' category. Our Bank has received an 'in-principle' approval from the NSE vide their letter dated September 29, 2017, for listing the Equity Shares to be allotted pursuant to the Issue. For the purposes of the Issue, the Designated Stock Exchange is the NSE.

DISCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that the submission of the letter of offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of SEBI" on Page 131 of the Letter of Offer.

DISCLAIMER CLAUSE OF NSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of the NSE" on Page 139 of the Letter of Offer.

Disclaimer Clause of RBI: A license authorising our Bank to carry on banking business has been obtained from the RBI in terms of Section 22 of the Banking Regulation Act. It must be distinctly understood, however, that in issuing the license the RBI does not undertake any responsibility for the financial soundness of our Bank.

ESCROW COLLECTION BANK AND REFUND BANK: The Karur Vysya Bank Limited

PLEASE REFER TO THE REVERSE OF THE COMPOSITE APPLICATION FORM AND THE EMPLOYEE APPLICATION FORM FOR THE DETAILS OF THE ESCROW COLLECTION BANK AND THE COLLECTION CENTRES.

INVESTORS ARE ADVISED TO REFER THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER, AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

AVAILABILITY OF THE LETTER OF OFFER: The Letter of Offer is available on the website of the Lead Manager viz. IIFL Holdings Limited i.e. www.iiflcap.com, the websites of the stock exchanges where the equity shares are listed i.e. NSE National Stock Exchange of India Limited at www.nseindia.com and will be available on SEBI's website: www.sebi.gov.in and a copy of the same can be downloaded from these websites.

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE

COMPANY SECRETARY & COMPLIANCE OFFICER



IIFL Holdings Limited
10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013, Maharashtra, India
Tel: +91 22 4646 4600 **Fax:** +91 22 2493 1073
Email: kvb.rightsissue@iiflcap.com
Investor Grievance Email: ig_ib@iiflcap.com
Website: www.iiflcap.com
Contact Person: Sachin Kapoor/Pinak Bhattacharyya
SEBI Registration Number: INN000010940



Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot Number 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana, India
Tel: +91 40 6716 2222 **Fax:** +91 40 3343 1551
Email: kvb.rights@karvy.com
Investor Grievance Email: einward.ris@karvy.com
Website: www.karishma.karvy.com
Contact Person: M. Muralikrishna
SEBI Registration No.: INR00000221

Mr. Srinivasa Rao Maddirala
Company Secretary and Compliance Officer, Post Box No. 21, Erode Road, Karur - 639002, Tamil Nadu, India
Tel: +91 4324 269444
Fax: +91 4324 225700
Email: msrinivasarao@kvbmail.com

Investors may contact the Company Secretary and Compliance Officer at the above mentioned address and/ or Registrar to the Issue at the mentioned address in case of any pre-Issue/ post-Issue related problems such as non-receipt of allotment advice/share certificates/ demat credit/refund orders etc.

FOR THE KARUR VYSYA BANK LIMITED

Sd/-

Place : Karur, Tamil Nadu

Date : November 9, 2017

P. R. Seshadri

Managing Director and Chief Executive Officer

THE KARUR VYSYA BANK LIMITED, ("Bank"), is proposing, subject to market conditions and other considerations, a rights issue of its equity shares (the "Issue"), and has in this regard, filed a letter of offer dated October 11, 2017, ("Letter of Offer"), with the designated stock exchange, namely, the National Stock Exchange of India Limited ("NSE") and the Securities and Exchange Board of India, ("SEBI"), on October 11, 2017. The Letter of Offer is available on the websites of the SEBI, the NSE and the Lead Manager to the Issue, i.e. IIFL Holdings Limited, at www.sebi.gov.in, www.nseindia.com and www.iiflcap.com, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 10 of the Letter of Offer.

C O N C E P T

Size: 20 x 44 cm