

THE KARUR VYSYA BANK LIMITED

Registered & Central Office, No. 20, Erode Road, Vadivel Nagar, L.N.S. Karur 639002
[CIN No: L65110TN1916PLC001295] [e-Mail:kvb_sig@kvbmail.com]
[Website: www.kvb.co.in] [Tel No: 04324-269441] [Fax No: 04324-225700]

NOTICE OF THE 101st ANNUAL GENERAL MEETING

Notice is hereby given that the 101st Annual General Meeting of The Karur Vysya Bank Limited (the 'Bank') will be held on Wednesday, September 23, 2020 at 11.00 a.m. through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri M. K. Venkatesan (DIN: 00032235), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s Walker Chandiook & Co. LLP, Chartered Accountants, Kochi, as the Statutory Auditors of the Bank and fix their remuneration.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the approval accorded by the Reserve Bank of India, the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the provisions of Section 30 of the Banking Regulation Act, 1949 and guidelines issued by Reserve Bank of India (RBI), (including any amendment, modification, variation or re-enactment thereof for the time being in force), M/s Walker Chandiook & Co. LLP, Chartered Accountants, Kochi, (Firm Registration Number 001076N / N500013), be and are hereby re-appointed as the Statutory Auditors of the Bank to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank on such terms and conditions, including annual remuneration/fees of ₹ 75,00,000/- (Rupees Seventy Five Lakh only) plus out of pocket expenses not exceeding 15% of the fees and applicable GST, with the power to the Board including Audit Committee thereof to alter and vary the terms and conditions of appointment, the remuneration, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and/or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

SPECIAL BUSINESS

4. To appoint Branch Auditors of the Bank and fix their remuneration.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139, 143(8) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, and the applicable provisions of the Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by the Reserve Bank of India, Board of Directors of the Bank, ("Board") in consultation with Statutory Auditors, be and is hereby authorised to appoint the Branch Auditors, who are qualified to act as Auditors including Statutory Auditors and to fix their remuneration and out of pocket expenses, based on the recommendations of the Audit Committee of the Board".

5. To appoint Shri KG Mohan (DIN: 08367265) as Non-Executive Independent Director.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Section 10A and other applicable provisions of the Banking Regulation Act, 1949, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s)

thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, and the provisions of the Articles of Association of the Bank, Shri KG Mohan (DIN: 08367265), be and is hereby appointed as 'Non- Executive Independent Director' of the Bank with effect from February 01, 2020 to October 11, 2022, not liable to retire by rotation."

6. To appoint Dr. Harshavardhan Raghunath (DIN: 01675460) as Non-Executive Independent Director.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Section 10A and other applicable provisions of the Banking Regulation Act, 1949, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, and the provisions of the Articles of Association of the Bank, Dr. Harshavardhan Raghunath (DIN: 01675460), be and is hereby appointed as 'Non-Executive Independent Director' of the Bank for a period of three (3) years with effect from July 30, 2020, not liable to retire by rotation."

7. To appoint Shri B. Ramesh Babu (DIN: 006900325) as a Director of the Bank.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, pursuant to Section 10A and other applicable provisions of the Banking Regulation Act, 1949, Shri B. Ramesh Babu (DIN: 06900325) be and is hereby appointed as a Director of the Bank, not liable to retire by rotation."

8. Approval for appointment of Shri B. Ramesh Babu (DIN: 006900325) as a Managing Director and Chief Executive Officer of the Bank.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the approval accorded by the Reserve Bank of India under Section 35B of the Banking Regulation Act, 1949, the provisions of Section 196 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the approval of the Members of the Bank be and is hereby accorded for the appointment of Shri B. Ramesh Babu (DIN: 06900325) as the Managing Director & Chief Executive Officer of the Bank, for a period of three years with effective from the date of taking charge **i.e., July 29, 2020** on the terms and conditions mentioned here under:

Sr. No.	Particulars	(₹) per annum
Part-A: Fixed Pay (including perquisites):		
1.	Salary ₹ 9.55 Lakh per month	1,14,60,000
2.	Dearness allowance	Nil
3.	Superannuation benefits:	
	Provident Fund -10% of salary	11,46,000
4.	Leave Fare Concession/ Allowance	1,90,000
5.	Entertainment Allowances	2,00,000
6.	Perquisites:	
	i) Free Furnished House and its maintenance/House Rent Allowance	3,00,000
	ii) Conveyance Allowance/Free use of Bank's car for Official purposes	45,000
	iii) Driver's salary	25,000

Sr. No.	Particulars	(₹) per annum
	iv) Reimbursement of medical expenses	60,000
	v) Subscription to Newspaper and Business Magazines	12,000
	vi) Telephone Charges	25,000
	Total Fixed pay (including perquisites)	1,34,63,000
Further he is eligible for the following perquisites which are reimbursable nature without any monetary ceilings:		
01	Traveling and halting allowance: To & fro fare by Business/Executive class for air travel for Official purpose and halting allowances, Boarding and lodging charges as applicable to other Directors of the Bank.	
02	Reimbursement of medical hospitalisation charges to the extent of 100% of self and dependent family members.	
03	Leave: Casual leave:12 days; Privilege leave:1 day for every 11 days of service; Sick leave: 15 days for each completed year of service. Encashment of privilege leave is as per the Bank's policy from time to time.	
Part-B: Variable Pay: Amount of variable pay will be as approved by the RBI from time to time for each financial year as per the achievement of performance parameters fixed by the Nomination and Remuneration Committee of the Bank.		
Variable Pay: For each FY / Performance Period		100% of Fixed pay
1.	Cash Component	18% of Variable pay with upfront payment of 100%
2.	Non Cash Component (Share-linked instruments/ESOPs)	82% of Variable pay with deferral vesting of 100% in three years

Place: Karur
Date: August 19, 2020

By order of the Board
For the **Karur Vysya Bank Limited**

Srinivasa Rao M.
Company Secretary
(Membership No. ACS 19189)

NOTES

1. Ministry of Corporate Affairs (MCA) vide its Circular No. 20/2020 dated May 05, 2020, has issued Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) read with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020. Further Securities and Exchange Board of India also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 has issued Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. In view of the continuing COVID-19 global pandemic, holding of the AGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) is permitted.
2. Members can join the AGM through VC / OAVM mode 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. The Members can join the AGM in the VC/OAVM mode by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee; Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

3. DATES OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from Thursday, September 17, 2020 to Wednesday, September 23, 2020 (both days inclusive).

4. PROXIES

A Member/beneficial owner 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 a proxy need not be a member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

5. Corporate Members intending to authorise their representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are required to send a scanned copy of the Board Resolution authorizing its representative to the Scrutiniser by email through its registered email address to byascrutiniser@gmail.com with a copy marked to evoting@nsdl.co.in. The email should be received by the Bank not less than 48 hours before the commencement of the meeting.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The certificate from the Statutory Auditors of the Bank certifying that the Bank’s Employees Stock Option Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the Members of the Bank, will be available for electronic inspection by the members at the AGM.
8. All the relevant documents referred to in this Notice requiring the approval of the Members at the meeting and other Statutory Registers shall be available for electronic inspection by the Members upto the date of the meeting **i.e., September 23, 2020**. This Notice and the Annual Report will also be available on the Bank’s website www.kvb.co.in for download.
9. RBI vide their Circular no. DOR.BP.BC.No.64/21.02.067/2019-20 dated April 17, 2020 directing all Banks not to make any further dividend payouts from the profits pertaining to the financial year ended March 31, 2020 until further instructions with a view that Banks must safeguard capital in an environment of heightened uncertainty caused by COVID-19 pandemic. Pursuant to this, no dividend was recommended by the Board of Directors of the Bank from the profits pertaining to the financial year ended March 31, 2020

10. EXPLANATORY STATEMENT

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special business to be transacted at the meeting is annexed hereto.

Brief profile of the Directors proposed to be appointed/re-appointed, as required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is attached to this Notice.

11. DEMATERIALISATION OF SHARES

The shares of the Bank have been traded compulsorily in Dematerialised form in the Stock Exchanges. The shareholders who have not so far dematerialised their shares are requested to do so in their own interest having regard to the safety and benefits attached thereto.

As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In this regard, shareholders holding shares in physical form are requested to dematerialise their shares in order to avail the benefit of free transferability as any request for transfer of shares with effect from April 01, 2019 will not be permitted if the shares are held in physical mode. Physical shareholders are requested to contact the Registered & Central Office of the Bank or Registrar & Transfer Agent of the Bank: M/s S.K.D.C. Consultants Ltd., for further information in this regard.

12. QUERIES AT THE AGM

Shareholders may submit their queries relating to the Accounts, Directors' Report or any other matters to be placed at the 101st AGM, from their registered email address, mentioning their name, DP ID and Client ID /folio number and mobile number, to reach the Bank's email address at kvbagspeakers@kvbmail.com from **September 16, 2020 till September 19, 2020**. The same will be answered during the meeting.

Further, Members, who would like to ask queries during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Bank's email address at kvbagspeakers@kvbmail.com from **September 16, 2020 till September 19, 2020**.

Those Members who have registered themselves as a speaker will only be allowed to ask queries during the AGM. The Bank reserves the right to restrict the number of speakers at the AGM depending upon the availability of the time.

13. CHANGE OF ADDRESS

Shareholders who are holding shares in physical form are requested to notify changes in their addresses along with pin code to the Registrars & Share Transfer Agents of the Bank whose address is given below:

M/s S.K.D.C. Consultants Ltd.,
(Unit: KVB Ltd),
Kanapathy Towers, 3rd Floor,
1391/A-1, Sathy Road, Ganapathy,
Coimbatore - 641006
Tel: 0422 - 2539835, 2539836, 4958995
e-Mail: info@skdc-consultants.com; Website: www.skdc-consultants.com
CIN: U74140TZ1998PLC008301

14. UNCLAIMED DIVIDENDS

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Bank, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Bank, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on the website at www.iepf.gov.in. For details, please refer to Corporate Governance Report of Annual Report.

15. Members described as "Minors" in the address but who have attained majority of age, may get their status in Register of Members updated by producing proof of age.

16. Members holding shares in single name and physical form may avail facility for making nominations in respect of the shares held by them. All rights of transfer and/or to amounts payable in respect of the shares shall vest in the nominee in the event of the death of the shareholder. The nomination form can be downloaded from the Bank's website in the link <https://www.kvb.co.in/docs/share-holding-nomination-form.pdf>. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, karta of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communications from the Bank electronically.

In compliance with the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/Depositories.

Members may note that the Notice and Annual Report 2019-20 will also be available on the Bank's website <https://www.kvb.co.in>, websites of the Stock Exchange i.e., National Stock Exchange of India Limited at <https://www.nseindia.com>, and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>

18. VOTING THROUGH ELECTRONIC MEANS

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and MCA Circulars, the Bank is pleased to provide Members the facility to exercise their right to vote by electronic means. The Bank has appointed NSDL for facilitating voting through electronic means, as the authorised agency.
- b. The voting rights of the Members shall be in proportion to their shares of the paid up Equity Share Capital of the Bank as on the 'cut-off' date being **Wednesday, September 16, 2020** subject to the provisions of the Banking Regulation Act, 1949 as amended and the extant RBI guidelines. Details of the process and manner of Remote e-Voting is furnished separately in the Notice.
- c. Members who have already exercised their right to vote by e-Voting may attend Annual General Meeting through VC or OAVM, but shall not vote at the Annual General Meeting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- d. The Board of Directors has appointed Shri R K Bapula (FCS No. 5893 CP No. 3842), M/s Bapula Yasar & Associates as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner.
- e. The Scrutiniser shall after the conclusion of voting at the AGM, will collate the votes downloaded from the e-Voting system and the votes cast at the AGM through e-voting for all resolutions set forth in the Notice convening the AGM. On completion of the Scrutiny, the Scrutiniser will submit his report to the Chairman, who shall counter sign the same and declare the results of the voting. The Results on the above resolutions stated in the Notice shall be declared not later than 48 hours from the conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- f. The results declared along with the report of the Scrutiniser shall be made available on the website of the Bank www.kvb.co.in and on the website of NSDL immediately after the declaration of results by the Chairman. The results shall also be immediately forwarded to the Stock Exchange where the Bank's shares are listed.
- g. The e-Voting facility will be available during the following voting period:

Commencement of e-Voting	End of e-Voting
Saturday, September 19, 2020 (10:00 a.m. IST)	Tuesday, September 22, 2020 (5:00 p.m. IST)

During this period Members of the Bank, holding shares either in physical form or in dematerialised form, as on the cut-off date viz., **Wednesday, September 16, 2020** may cast their vote electronically. The e-Voting module

shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

19. Since the meeting will be held through VC/OAVM, the route map of the venue of the meeting is not annexed in the Notice.

e-Voting procedure is as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> in the address bar, either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN123*** and Client ID is 12***** then your user ID is IN123***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Bank. For example EVEN is 123456 and folio number is A0****, then user ID is 123456A0****.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
If your email ID is registered in your demat account or with the Bank, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- d) Member may obtain a User ID and password for casting his/her vote through remote e-voting by sending a request at evoting@nsdl.co.in by providing the details such as Demat account no or Folio no, PAN no, name, address, etc.,
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, name and your registered address.
7. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to the “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.,) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc., with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to byascrutiniser@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. 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 www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids in the e-voting system for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back) along with Self-attested scanned copy of PAN and Aadhaar by email to green@skdc-consultants.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement along with Self-attested scanned copy of PAN and Aadhaar to green@skdc-consultants.com.
3. Alternatively, member may send an email request to evoting@nsdl.co.in for obtaining user id and password by providing the details mentioned in the above (1) or (2) points as the case may be.

The Instructions for Members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Bank will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptop or Computer for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience latency, Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid problems.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date of **Wednesday, September 16, 2020**. Any person, who acquires shares of the Bank and become member of the Bank after dispatch of the notice and holding shares as of the cut-off date i.e., **Wednesday, September 16, 2020**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kvb_sig@kvbmail.com or info@skdc-consultants.com.

A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-Voting as well as voting at the AGM through electronic means.

Note to Item No. 3 on Re-appointment of Statutory Central Auditors

M/s Walker Chandio & Co. LLP, Chartered Accountants, Kochi, (Firm Registration Number 001076N/N500013) were appointed as Statutory Auditors of the Bank from the conclusion of 100th Annual General Meeting until the conclusion of 101st Annual General Meeting of the Bank.

The Board of the Bank recommends the re-appointment of M/s Walker Chandio & Co. LLP, Chartered Accountants, Kochi, (Firm Registration Number 001076N/N500013) as the Statutory Auditors of the Bank, subject to the approval of Reserve Bank of India, to hold Office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Bank, at the annual remuneration/fee of ₹ 75,00,000/- (Rupees Seventy Five Lakh only) plus out of pocket expenses not exceeding 15% of the fees and applicable GST, for the purpose of Audit of the Bank's accounts at its Central Office, Branches and other Offices.

M/s Walker Chandio & Co. LLP, Chartered Accountants, Kochi have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules. The Reserve Bank of India accorded their approval vide letter ref DOS. ARG. No. PS-18 /08.12.005/2020-21 dated July 17, 2020 for the appointment of M/s Walker Chandio & Co. LLP, Chartered Accountants, Kochi as Statutory Auditors of the Bank for the year 2020-21 under Section 30(1A) of the Banking Regulation Act, 1949.

Statutory Central Auditors have audited 35 Branches, as a part of year end Audit, covering 32.35% of the total advances, besides Central Office, Karur and Integrated Treasury, Mumbai. Remuneration paid to them for Annual Audit and Quarterly Financial Review for the year 2019-20 is as under:

Particulars	Amount (₹ in Lakh)
Fee for year-end audit including issue of statutory certificates ¹	53.00
Fee for quarterly limited review (for three quarters @ ₹ 5 lakh each)	15.00
Fee paid for year-end audit of branches ²	8.15
Reimbursement of out of pocket expenses incurred (based on actual expenses)	10.01
Total	86.16

Note:

¹ Audit of Central Office, Integrated Treasury and 15 Branches as a part of Statutory Central Audit assignment

² Audit of 20 additional Branches (apart from above 15 Branches) and additional review of advances at 43 Branches due to COVID-19 restrictions

Your Directors, therefore, recommend the re-appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants, Kochi as the Bank's Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in this resolution.

EXPLANATORY STATEMENT

(As required under Section 102(1) of the Companies Act, 2013)

In conformity with Section 102(1) of the Companies Act, 2013 (“Act”) the following explanatory statement set out the material facts relating to Item Nos. 4 to 8 of the Notice.

ITEM NO. 04

In terms of the provisions of Companies Act, 2013 (“Act”) and the Rules, if any, made thereunder, the Branch Offices of the Bank have to be Audited either by Statutory Auditors or other qualified Auditors. Bank intends to entrust the Audit of Branch Offices either to the Statutory Auditors or to other qualified Auditors in consultation with Statutory Auditors on such remuneration and on such terms and conditions as the Board deems fit based on the recommendations of the Audit Committee of the Board.

Your Directors, recommend passing of the resolution, as set out in Resolution No. 4 of this Notice.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

ITEM NO. 05

Shri KG Mohan (DIN: 08367265) was co-opted as an Additional Director under Independent Category of the Bank in the Board Meeting held on February 01, 2020 under the provisions of Section 161 of the Companies Act, 2013 (the Act) and Article 27 of the Articles of Association of the Bank. He holds Office up to the date of this Annual General Meeting. Nomination and Remuneration Committee (NRC) of the Board proposed his candidature for the Office of Director of the Bank under the provisions of the Companies Act, 2013. Shri KG Mohan is a senior Information Technology professional having around four decades of corporate experience, as well as independent technology professional post retirement.

Shri KG Mohan has furnished the consent for his appointment and declarations as required under the Act, Rules made thereunder. The NRC at its meeting held on May 23, 2020 made the due diligence of declaration and undertaking and scrutinised the profile submitted by Shri KG Mohan and having found him to be ‘fit and proper’ in terms of criteria prescribed by the Reserve Bank of India for Directors of Banks, recommended his appointment to the Board of Directors. Based on the declaration received from him that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Board is of the opinion that he fulfils the conditions for appointment as an Independent Director of the Bank and is independent of the management. Shri KG Mohan is attaining 70 years of age on October 12, 2022 which is the maximum age to become a director of the Bank as per fit and proper criteria policy of the Bank in tune with the extant guidelines of Reserve bank of India.

Your Directors, therefore, recommend the appointment of Shri KG Mohan (DIN: 08367265) as Non- Executive Independent Director of the Bank, from February 01, 2020 to October 11, 2022, not liable to retire by rotation, as set forth in Item No. 5 of this Notice. The Brief Profile of the Director sought to be appointed as Non-Executive Independent Director is set out in the Additional Information.

Except Shri KG Mohan, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

ITEM NO. 06

Dr. Harshavardhan Raghunath (DIN: 01675460) was co-opted as an Additional Director under Independent Category of the Bank in the Board Meeting held on July 30, 2020 under the provisions of Section 161 of the Companies Act, 2013 (the Act) and Article 27 of the Articles of Association of the Bank. He holds Office up to the date of this Annual General Meeting. Nomination and Remuneration Committee (NRC) of the Board proposed his candidature for the Office of Director of the Bank under the provisions of the Companies Act, 2013. Dr. Harshavardhan Raghunath was a Senior Advisor to leading international management consulting firm Bain & Company and led its financial services practice in India.

Dr. Harshavardhan Raghunath has furnished the consent for his appointment and declarations as required under the Act, Rules made thereunder. The NRC at its meeting held on July 29, 2020 made the due diligence of declaration and undertaking and scrutinised the profile submitted by Dr. Harshavardhan Raghunath and having found him to be ‘fit and proper’ in

terms of criteria prescribed by the Reserve Bank of India for Directors of Banks, recommended his appointment to the Board of Directors. Based on the declaration received from him that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Board is of the opinion that he fulfils the conditions for appointment as an Independent Director of the Bank and is independent of the management.

Your Directors, therefore, recommend the appointment of Dr. Harshavardhan Raghunath (DIN: 01675460) as Non- Executive Independent Director of the Bank for a period of three years with effect from July 30, 2020, not liable to retire by rotation, as set forth in Item No. 6 of this Notice. The Brief Profile of the Director sought to be appointed as Non-Executive Independent Director is set out in the Additional Information.

Except Dr. Harshavardhan Raghunath, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

ITEM NO. 07 & 08

The Board of the Bank has co-opted Shri B Ramesh Babu (DIN: 06900325) as an Additional Director of the Bank, pursuant to provisions of the Section 161 of the Companies Act, 2013 and Article 24 of the Articles of Association of the Bank. Reserve Bank of India has accorded its approval in terms of Section 35B of the Banking Regulation Act, 1949 for appointment of Shri B. Ramesh Babu as Managing Director & Chief Executive Officer of the Bank for a period of three years from the date of taking charge i.e., July 29, 2020. The terms and conditions approved by the Reserve Bank of India are furnished in the resolution part of this Notice. He was representing "Majority Sector - Banking" in the Board of the Bank.

Further, RBI vide circular No.DOR.Appt. BC. No.23/ 29.67 .001 / 2019-20 dated November 4, 2019 has issued the revised guidelines on 'Compensation of Whole Time Directors/Chief Executive Officers/Material Risk Takers and Control Function staff, etc., for the pay cycles beginning from April 2020. The compensation structure of Managing Director & CEO presented in the resolution is in line with the revised guidelines. The Compensation structure shall comprise of Fixed pay & Variable pay. The revised RBI Guidelines explicitly lay down that the Variable Pay component is a part of the overall compensation package and such variable pay shall be at least 100% with a maximum ceiling limit of 300% of fixed pay. Variable pay shall be in the form of cash/non-cash mode (Share linked instruments).

As per the extant guidelines of RBI, the Board of Directors recommended minimum Variable Pay i.e., 100% of fixed pay, which is in the form of cash and non-cash component (share linked instruments), 18% of variable pay in cash with upfront payment and 82% of variable pay is in the form of non-cash component (share linked instruments) with deferral arrangement of three years. The percentage of variable pay to the fixed pay will be based on the achievement of performance parameters fixed by the NRC and approval of the Board subject to the approval of Reserve Bank of India. The quantum of cash component and options under non-cash component (share linked instruments) will not be ascertained at this stage.

Board of directors of the Bank will evaluate the performance of the Managing Director & CEO for each financial year during his tenure on the recommendations of NRC's evaluation on the performance based metrics (both Quantitative and Qualitative), will determine the amount of variable pay payable to MD & CEO for each FY with an upper ceiling of 100% of fixed pay subject to the approval of RBI. The total monetary value of variable pay in the form of cash and non-cash component cannot be determined at this juncture. The options under Share-linked Instruments will be granted at Market Price. In order to arrive the number of options under share linked instruments the eligible quantum will be divided with fair value of KVB shares using Black-Scholes model on the date of grant by the Bank.

Shri B. Ramesh Babu appointed as an Additional Director of the Bank shall hold Office upto the date of ensuing Annual General Meeting. Nomination and Remuneration Committee of the Board proposed his candidature for the Office of Director of the Bank under the provisions of the Companies Act, 2013.

The Board of Directors recommends the Resolution as set out in item No. 7 & 8 for the approval of the members.

Except Shri B. Ramesh Babu, None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

Additional Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment/re-appointment:

ITEM NO. 02

Brief Resume:

Shri Munugoor Krishnamoorthy Venkatesan (DIN: 00032235), aged 63 years, is an Economics graduate. M K Venkatesan is one of the promoters of the Bank. He is engaged in the trading of agricultural products/ Commodities since four decades. He has been dealing in many niche agri products under the brand name of M/s M K V Mundy. He has rich & vast experience in the field of agriculture and allied activities besides MSME sector.

He was co-opted as an Additional Director of the Bank on December 09, 2014 and was elected as a Director at the 96th AGM held on July 22, 2015. He held two terms earlier as a Director of the Bank from February 22, 1992 to February 18, 2000 and November 26, 2003 to July 26, 2009. He is a Non-Executive Non-Independent Director of the Bank, liable to retire by rotation.

Nature of his experience in specific functional areas	Economics, MSME & Agriculture
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	7,58,404 Equity Shares
No of Board Meetings attended during the year	18/18
Terms and conditions of appointment or re-appointment including remuneration	Non-Executive Non-Independent Director, liable to retire by rotation, eligible for sitting fees.
Sectoral Representation	Majority Sector 'Economics, MSME & Agriculture'.
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

ITEM NO. 05

Brief Resume:

Shri Mohan Krishnan Ganapathy (DIN: 08367265), aged 67 years, an IIT Madras alumni with a PGDIE from NITIE.

Shri KG Mohan is a senior Information Technology professional having around 4 decades of corporate experience working with large multinational corporations as well as independent technology professional post retirement. He mixes sharp business sense and experienced leadership skills with international operating experience in strategic IT Business value delivery.

Shri KG Mohan held varied global IT leadership positions at FMCG giant Unilever for 27 years and subsequently at Healthcare leader Johnson & Johnson for 4 years. At Unilever the positions he held includes VP IT for Hindustan Unilever, VP IT & CIO for South Asia / Africa and Global VP IT for Networking and Telecommunication. At J&J, he was the VP IT and CIO for Asia Pacific working out of Singapore. He was a Member of Asia Pacific Business Board for J&J Medicals and a Member of Global IT Leadership Teams at Unilever and Johnson & Johnson. He has led several business transformation exercises using technology, renegotiated global contracts, set up shared service facilities and developed global IT Teams across countries.

Nature of his experience in specific functional areas	Information Technology
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	2,500 equity Shares
No of Board Meetings attended during the year	2/2
Terms and conditions of appointment or re-appointment including remuneration	Non-Executive Independent Director with effect from February 01, 2020 to October 11, 2022, not liable to retire by rotation, eligible for sitting fees.
Sectoral Representation	Majority Sector 'Information Technology'
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

ITEM NO. 06

Brief Resume:

Dr. Harshavardhan Raghunath (DIN: 01675460), aged 54 years, graduated with Bachelor degree in Mechanical Engineering from VNIT Nagpur followed by an MBA from IIM Kolkata, and an MS in Quantitative Finance and PhD in Business Economics & Strategy from the Smith School of Business at the University of Maryland USA.

Dr. Harshavardhan Raghunath is an Independent Business Advisor. He was a Senior Advisor to leading international management consulting firm Bain & Company and led its financial services practice in India. He joined Bain in 2010 after spending over 14 years with other international consulting firms including the Boston Consulting Group and Arthur Andersen. He has also worked in the Banking industry for about 2 years as an analyst and trader. He has worked primarily in the financial services (Banking - retail and corporate, private banking and wealth management, insurance, asset management, etc.,) where he has advised top management of companies in India, North America, Europe, South East Asia and Greater China, on issues of strategy, operations, organisation, risk management, etc. He has worked extensively on the issues of corporate finance including mergers and acquisitions, alliance structuring and negotiations, valuations, review of major investment decisions for private equity and strategic investors, strategic due diligence, etc.,

Dr. Harshavardhan Raghunath is actively involved in policy making related to financial services in India and was a member of the Banking Working Group of the Financial Services Legislative Reforms Commission (FSLRC) set up by the Government of India as well as the Dr. P. J. Nayak Committee on Governance in Banking set up by the RBI. He has served on CII National Committees for Private Equity, Regulatory Affairs and Commodity Markets. He regularly contributes articles and is quoted frequently in business media on important sector issues. He is a frequently invited speaker at conferences organised by Confederation of Indian Industries (CII), the Indian Banks Association (IBA), Indian Merchants Chambers, Reserve Bank of India (RBI), etc., as well as in business schools. He regularly contributes to articles in academic and business journals.

Nature of his experience in specific functional areas	Strategic, Operational, Risk Management, Banking & Financial Services
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	2,500 equity shares
No of Board Meetings attended during the year	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	Non-Executive Independent Director for a period of three years with effect from July 30, 2020, not liable to retire by rotation, eligible for sitting fees.
Sectoral Representation	Majority Sector 'Strategic Planning & Risk Management'
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

ITEM NO. 07 & 08

Brief Resume:

Shri Ramesh Babu Boddu (DIN: 06900325), aged 60 years, is a Post Graduate in Commerce from Andhra University, Waltair and a Certified Associate of the Indian Institute of Bankers. He is an astute Banker with 40 years of all-round experience in wide range of Commercial Banking, Financial and Non-Banking services to Retail, MSME, Corporate, Institutional, Stressed Assets Management, Risk Management, Compliance, Asset Liability Management, Human Resources Management, Investment Operations, Trade Finance and Agricultural customers in different geographies in India and abroad (SBI, Chicago Branch as Vice President). He was Ex-Deputy Managing Director & Chief Operating Officer in State Bank of India and has recent experience of developing and overseeing the Retail Business and Banking Operations for more than 21,000 retail Branches and 1,20,000 other touch points of the Bank (ATMs/Customer Service Points) successfully. He has successfully headed the whole business and operations of 1,300 Branches of Chennai Circle of SBI (Branches in Tamil Nadu and Pondicherry) for three years with excellent understanding of business dynamics and man management. He has extensive experience in redressing pain-points in Customer Service related areas and furthering Financial Inclusion by actively leveraging the services of Business Correspondents in SBI. He actively involved in Direction setting and Policy formulation by participating in various apex committees of State Bank of India.

Nature of his experience in specific functional areas	Retail, MSME, Corporate, Institutional, Stressed Assets Management, Risk Management, Compliance, Asset Liability Management, Human Resources Management, Investment Operations, Trade Finance and Agricultural
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	Nil
No of Board Meetings attended during the year	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	Managing Director & Chief Executive Officer of the Bank for a period of three years from the date of taking charge i.e., July 29, 2020 on the terms and conditions approved by Reserve Bank of India.
Sectoral Representation	Majority Sector 'Banking'
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

Place: Karur
Date: August 19, 2020

By order of the Board
For the **Karur Vysya Bank Limited**

Srinivasa Rao M.
Company Secretary
(Membership No. ACS 19189)

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