

**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 102nd ANNUAL GENERAL MEETING

Notice is hereby given that the 102nd Annual General Meeting of The Karur Vysya Bank Limited ('the Bank') will be held on **Wednesday, August 11, 2021 at 11:00 a.m. IST** through **Video Conferencing/Other Audio Visual Means ('VC/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, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares of the Bank for FY 2020-21.
3. To appoint a director in the place of Shri M V Srinivasamoorthi (DIN: 00694618), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s R G N Price & Co., Chartered Accountants, Kochi (Firm Registration No. 002785S) together with M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) as Joint Statutory Central 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 (RBI) for the Financial Year 2021-22, 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 for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) including any amendment, modification, variation or re-enactment thereof for the time being in force, M/s R G N Price & Co., Chartered Accountants, Kochi (Firm Registration No. 002785S) together with M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) be and are hereby appointed as Joint Statutory Central Auditors of the Bank to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Bank on such terms and conditions, including an overall annual remuneration/fees of ₹ 75,00,000 (Rupees Seventy Five Lakh only) plus out of pocket expenses not exceeding 10% of the fees and applicable taxes 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 Reserve Bank of India and /or any other statutory authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Central Auditors".

SPECIAL BUSINESS

5. 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 Section 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 including any amendment, modification, variation or re-enactment thereof for the time being in force, 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, in consultation with Joint statutory central auditors, be and is hereby authorised to appoint the Branch Auditors for the Financial Year 2021-22, who are qualified to act as Auditors including Joint statutory central auditors and to fix their remuneration and out of pocket expenses, based on the recommendations of the Audit Committee of the Board"

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

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

Place: Karur
Date: 12.07.2021

NOTES

1. In view of the continuing global COVID-19 pandemic impact and to ensure social distancing, the Ministry of Corporate Affairs ('MCA') has, vide its General Circular No. 02/2021 dated January 13, 2021 read together with General Circulars No. 20/2020 dated May 05, 2020, No. 14/2020 dated April 08, 2020 and No. 17/2020 dated April 13, 2020 ('MCA Circulars'), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ('SEBI Circulars'), permitted holding of the Annual General Meeting ('AGM') through Video Conferencing or Other Audio Visual Means ('VC/OAVM') during the calendar year 2021, without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and circulars issued thereon, the AGM of The Karur Vysya Bank Limited is being held through video conferencing or other audio visual means ('VC/OAVM').
3. 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.

4. DATES OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from **Tuesday, July 27, 2021 to Wednesday, August 11, 2021** (both days inclusive).

5. 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.**

6. Corporate/Institutional Members intending to authorize 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
7. The Bank has appointed National Securities Depository Limited (NSDL), to provide VC/OAVM facility for the AGM
8. 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.
9. 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.
10. All the relevant documents referred to in this Notice requiring the approval of the Members at the meeting and Statutory Registers shall be available for electronic inspection by the Members upto the date of the meeting i.e., **August 11, 2021** without any fee by the members. This Notice and the Annual Report will also be available on the Bank's website <https://www.kvb.co.in/investor-corner/annual-general-meeting/> for download.

11. EXPLANATORY STATEMENT

An Explanatory Statement pursuant to Regulations 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 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.

12. DIVIDEND ENTITLEMENT

RBI has issued guidelines regarding payment of Dividend out of the profits for the year 2020-21 vide Circular No.DOR.ACC.REC.7/21.02.067/2021-22 dated April 22, 2021 and advised the quantum of dividend pay-out to 50% of the actual entitlement in line with extant circular dated May 04, 2005. Accordingly, Board of Directors of the Bank, at meeting held on May 28, 2021 recommended Dividend of ₹ 0.50 per equity share of Face Value of ₹ 2/- each for the Financial Year ended March 31, 2021, subject to approval of the statutory authorities and shareholders of the Bank in the Annual General Meeting.

The Bank has notified closure of Register of Members and Share Transfer Books from **Tuesday, July 27, 2021 to Wednesday, August 11, 2021** (both days inclusive) for determining the names of members eligible for dividend on equity shares, if approved at the meeting and the same will be paid/ dispatched on or after **Thursday, August 12, 2021**.

In respect of shares held in dematerialised form, the dividend will be paid to those Members whose names are furnished by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.

13. TDS ON DIVIDEND

Shareholders are requested to note that as per the revised provisions of the Income Tax Act, 1961 ("the Act"), dividends paid or distributed after April 01, 2020 are taxable in the hands of the shareholders. The Bank shall therefore be required to deduct tax at source at the time of payment of dividend based on the category of shareholders and subject to fulfillment of conditions as provided herein below:

FOR RESIDENT SHAREHOLDERS:

1. Tax shall be deducted on the dividend payable to shareholder in following cases:
 - a) In accordance with Section 194 of Act, tax shall be deducted at source from the dividend amount at **rate of 10%** where shareholder have registered their valid Permanent Account Number (PAN) and at **rate of 20%** for cases where the shareholders do not have PAN / have not registered their valid PAN details in their Demat Account or Folio if shares are held in Physical Form.

b) Section 206AB of the Act

Rate of TDS @10% u/s 194 of the Act is subject to provisions of section 206AB of Act (effective from July 01, 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in section 206AB, tax is required to be deducted at the highest of following rates in case of payments to specified persons:

- at twice the rate specified in the relevant provision of the Act; or
- at twice the rate or rates in force; or
- at the rate of 5%.

Where sections 206AA and 206AB are applicable simultaneously i.e. the specified person has not submitted the PAN as well as not filed returns; the tax shall be deducted at the higher of the two rates prescribed in these two sections.

The term 'specified person' is defined in sub section (3) of section 206AB of the Act who satisfies the following conditions:

- A person who has not filed the income tax return for two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing of return of income under section 139(1) of the Act has expired; and
- The aggregate of TDS and TCS in his case is ₹ 50,000 or more in each of these two previous years.

2. No tax shall be deducted on the dividend payable to shareholder in following cases:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Resident Individual	NIL	<ul style="list-style-type: none"> • If the aggregate of total dividend distributed/paid to a resident Individual shareholder by the Bank during FY 2021-22 does not exceed ₹ 5,000/- (except specified person as per section 206AB of the Act) • Where the dividend exceeds ₹ 5,000/- for the Financial Year 2021-22 and the shareholder provides duly signed Form 15G (applicable to an Individual below the age of 60 years) or 15H (applicable to an Individual above the age of 60 years) along with the self-attested copy of the PAN card, provided that all the required eligibility conditions are met. • Exemption certificate issued by the Income-tax Department, if any.
Resident Non-Individual	NIL	<ol style="list-style-type: none"> i. Insurance companies: Declaration that the provisions of Section 194 of the Act are not applicable to them along with self-attested copy of registration certificate and PAN card; ii. Mutual Funds: Declaration by Mutual Fund shareholder eligible for exemption u/s 10(23D) of the Act along with self-attested copy of registration documents and PAN card; iii. Alternative Investment Fund (AIF) established in India: Declaration that the shareholder is eligible for exemption under section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI regulations, along with copy of self-attested registration documents and PAN card. iv. Other shareholders – Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card. <p>Shareholders who have provided a valid certificate issued u/s. 197 of the Act for lower / nil rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration</p>

FOR NON-RESIDENT SHAREHOLDERS:

Tax is required to be withheld in accordance with the provisions of Section 195 and section 196D of the Act at applicable rates in force. As per the relevant provisions of the Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. However, as per Section 90 of the Act, a non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”) between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder.

For this purpose, i.e. to avail the Double Tax Avoidance Agreement (DTAA) benefits, the non-resident shareholder will have to provide the following:

- i. Self-attested copy of PAN card, if any, allotted by the Indian Income Tax Authorities;
- ii. Self-attested copy of Tax Residency Certificate (“TRC”) obtained from the tax authorities of the country of which the shareholder is resident;
- iii. Self-declaration in Form 10F;

- iv. Self-declaration by the non-resident shareholder of meeting DTAA eligibility requirement and satisfying beneficial ownership requirement (Non-resident having PE in India would need to comply with provisions of section 206AB of the Act).
- v. In case of Foreign Portfolio Investors (FPI), self-attested copy of the SEBI registration certificate.

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Bank, of the documents submitted by non-resident shareholders and meeting requirement of the Act read with applicable DTAA. In absence of the same, the Bank will not be obligated to apply the beneficial DTAA rate at the time of tax deduction on dividend.

To summarise, dividend will be paid after deducting the tax at source as under:

- NIL for resident individual shareholders receiving dividend upto ₹ 5,000/- or If Form 15G/Form 15H (as applicable) along with self-attested copy of the PAN card is submitted (If the dividend is above ₹ 5,000/-).
- 10% for other resident shareholders who have registered their valid PAN.
- 20% for resident shareholders who do not have PAN / have not registered their valid PAN.
- 20% plus applicable surcharge and cess for non-resident shareholders in case the relevant documents are not submitted.
- Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under section 197 of the Act.
- Tax will be assessed on the basis of documents submitted by the resident / non-resident shareholders.

Aforesaid rates will be subject to applicability of section 206AB of the Act.

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Bank in the manner prescribed by the Rules.

Procedure for Submission of Form for availing exemption from TDS / Lower deductions:

Shareholders who are exempted from TDS / Lower deductions if any are requested to send the above mentioned documents to green@skdc-consultants.com from their registered mail id or may forward the forms to Bank's Registered Office Address: The Karur Vysya Bank, Investor Relations Cell, Registered & Central Office, No. 20, Erode Road, Vadivel Nagar, L.N.S., Karur – 639002, **not later than July 31, 2021.**

Further, Bank has developed an utility for convenience of shareholders to submit online form for availing exemption from TDS. The same can be accessed at: <https://www.kvb.co.in/investor-corner/tds-on-dividend/>

In case of joint holding, the shareholder named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

Notes:

1. Incomplete and/or unsigned forms and declaration will not be considered by the Bank. **No communication on the tax determination / deduction shall be entertained after July 31, 2021.**
2. If your PAN detail is not registered, we request you to update the same with your Depository Participant (if the shares are held in dematerialized mode) or the Bank's Registrar and Share Transfer Agents (if the shares are held in physical mode), at the earliest.
3. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return by consulting your tax advisor. No claim shall lie against the Company for such taxes deducted.
4. Shareholders will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in>
5. Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

6. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Bank and also, provide the Bank with all information / documents and co-operation in any appellate proceedings.
7. Shareholders are requested to ensure that their Bank Account Details in their respective Demat Accounts / Physical Folios are updated, to enable the Bank to make timely credit of dividend in their bank accounts.
8. The above communication on TDS sets out the provisions of law in a summary manner only and does not support to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions applicable based on their particular circumstances.

14. 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 dematerialized form with effect from April 01, 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 dematerialize 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.

15. QUERIES AT THE AGM

Shareholders can submit their queries relating to the Accounts, Directors' Report and on agenda items placed at the 102nd 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 **Wednesday, August 04, 2021 till Saturday, August 07, 2021**. The same will be answered during the meeting.

Further, Members, who would like to ask questions during the AGM with regard to the financial statements and on agenda items 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 **Wednesday, August 04, 2021 till Saturday, August 07, 2021**.

Those members who have registered themselves as a speaker will be allowed to express their views or ask questions during the AGM and may have to allow camera access during the AGM. The Bank reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the AGM.

16. CHANGE OF ADDRESS

Shareholders who are holding shares in physical form are requested to notify changes if any, in their addresses and pan details to the Registrars & Share Transfer Agents of the Bank whose address is given below:

S.K.D.C Consultants Limited
(a Wholly Owned Subsidiary of Link Intime India Private Limited)
(Unit: KVB Ltd),
"Surya", 35, Mayflower Avenue
Behind Senthil Nagar,
Sowripalayam Road,
Coimbatore -641028
Tel: 0422 - 2539835, 2539836, 4958995
e-Mail: info@skdc-consultants.com; Website: www.skdc-consultants.com
CIN: U74140TZ1998PLCO08301

17. 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.

18. In order to receive the dividend without loss of time, Members holding shares in electronic form may note that Bank particulars registered against their respective depository accounts will be used by the Bank for payment of dividend. Members are requested to update their Bank account details as per the Core Banking Solution (CBS), including 9 digit MICR Code and 11 digit IFSC, e-Mail ID and Mobile No(s) with their respective Depository Participants. This will enable the Bank for making of payments of future dividends directly to their Bank account through National Automated Clearing House (NACH) mode.
19. Shareholders holding shares in physical form are requested to update the bank account details as per the Core Banking Solution (CBS), including 9 digit MICR Code and 11 digit IFSC, e-Mail ID and Mobile No(s) with the Registrars and Share Transfer Agents, M/s S.K.D.C. Consultants Ltd., by mentioning the folio number and attaching a cancelled Cheque leaf of bank account and a self-attested copy of the PAN card along with valid address proof to confirm the present address of the shareholder.
20. 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.
21. 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, kartas of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney.

22. DESPATCH OF AGM NOTICE AND ANNUAL REPORT THROUGH ELECTRONIC MODE

In compliance with the SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/Registrar and Share Transfer Agent/Depository Participants (DP) and as per the data downloaded from the Depository Participant(s) as on July 16, 2021.

Members may note that the Notice and Annual Report 2020-21 will also be available on the Bank's website www.kvb.co.in, websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of NSDL <https://www.evoting.nsdl.com>.

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.

23. 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 authorized 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, August 04, 2021** 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 along with the User Id and Password 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 Bapulal (FCS No. 5893 CP No. 3842), M/s Bapulal 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 of the resolutions stated in the Notice shall be declared within two workings days 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, August 07, 2021 (10:00 a.m. IST)	Tuesday, August 10, 2021 (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, August 04, 2021 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.

24. 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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Bank name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Bank name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
--	---

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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/> 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/OTP 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 if folio number is 001*** and EVEN is 123456 then user ID is 123456A0***

5. Password details for shareholders other than Individual shareholders 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'?
 - i. 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. a .pdf file. Open the .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'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Bank for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 authorized signatory(ies) who are authorized 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 1020 990 and 1800 22 4430 or send a request to Ms Pallavi Mhatre, Manager 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 for e-voting 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), PAN (self-attested scanned copy of PAN card), and Aadhaar (self-attested scanned copy of Aadhar Card) 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, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to (kvb_sig@kvbmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) **i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions to 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 to 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 at <https://www.evoting.nsdl.com>. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against Bank name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.

2. Members are encouraged to join the Meeting through Laptops 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 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 glitches.

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, August 04, 2021**. 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, August 04, 2021**, 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 only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through electronic means.

Explanatory Statement as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Item No. 4 - Appointment of Joint Statutory Central Auditors

M/s Walker Chandio & Co, LLP, Chartered Accountants, Kochi (Firm Registration Number 001076N/N500013) were appointed as Statutory Auditor of the Bank at the 99th AGM of the Bank held for FY 2017-18 and continues to hold office till the conclusion of the ensuing AGM of the Bank to be held for Financial Year 2020-21.

Pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ('RBI Guidelines'), Banks may appoint the SCAs/SAs for a continuous period of three years. Since, M/s Walker Chandio & Co, LLP are completing their three year tenure as Statutory Auditors of the Bank at the conclusion of the ensuing Annual General Meeting of the Bank and as per the regulatory guidelines of Reserve bank of India, they are not eligible for re appointment.

Further the RBI Guidelines mandate that, Banks with asset size of ₹ 15,000 Crores and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms. Accordingly, the Bank is required to appoint minimum of two joint statutory auditors as per RBI guidelines and the Board of Directors in their meeting held on June 19, 2021, on the recommendation of the Audit Committee, has finalized and recommended M/s R G N Price & Co., Chartered Accountants, Kochi (Firm Registration No. 002785S) together with M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) in the order of preference to act as joint Statutory Auditors of the Bank, to the Reserve Bank of India for their approval.

RBI vide its letter DOS.ARG.NO.PS-83/08.12.005/2021-2022 dated 02.07.2021 had granted approval for the appointment of the M/s R G N Price & Co., Chartered Accountants, Kochi (Firm Registration No. 002785S) together with M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) as Joint Statutory Central Auditors of the Bank for FY 2021-22 under Section 30(1A) of the Banking Regulation Act, 1949.

The Board of the Bank recommends the appointment of M/s R G N Price & Co., Chartered Accountants, Kochi (Firm Registration No. 002785S) together with M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) as Joint Statutory Central Auditors of the Bank from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Bank on such terms and conditions including an overall annual remuneration of ₹ 75,00,000/- (Rupees Seventy Five Lakh only) to be allocated by the Bank between the two Joint Statutory Central Auditors depending upon

their respective scope of work as may be mutually agreed between the Bank and Joint Statutory Central Auditors plus out of pocket expenses not exceeding 10% of the fees and applicable taxes.

M/s R G N Price & Co., Chartered Accountants, Kochi (Firm Registration No. 002785S) and M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) have confirmed their eligibility to be appointed as statutory central auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules. Further they also confirmed the eligibility to be appointed as joint central statutory auditors as per the Reserve Bank of India guidelines.

Brief profile of Joint central statutory Auditors:

M/s R.G.N Price & CO, Chartered accountants was established in 1945 and registered with Institute of Chartered Accountants of India (ICAI). The firm has been providing professional services with its Head Office at Chennai. The branch offices are located at Kochi, Quilon, Calicut, Bangalore, Mumbai and New Delhi. The firm provides range of services which include Audit & Accounting, Financial Advisory/ Consulting and Assurance services. The Firm's Audit and Assurance practice has significant experience in auditing financial services clients including large banks and other financial services entities.

M/s Sundaram & Srinivasan, Chartered accountants was established in 1943 and registered with the Institute of Chartered Accountants of India (ICAI). The firm has been providing professional services since the last 8 decades, with its Head Office at Chennai and Branch Offices at Madurai, Mumbai and Bangalore. The firm is engaged in the areas of Audit and Assurance, Risk Advisory Services, taxation including International Taxation and Transfer pricing. The firm's clientele range from private, public and joint sector corporates and has varied experience in the Banking, Financial Services and Insurance (BFSI) sector, having provided audit / non-audit and consultancy services to private, public and foreign banks.

There is no change in the remuneration proposed for the appointment of Joint Statutory Central Auditors from that paid to the outgoing Auditor. The remuneration for existing Auditor M/s Walker Chandiook & Co, LLP, Chartered Accountants, Kochi (Firm Registration Number 001076N/N500013) is Rs. 75,00,000/- (Rupees Seventy Five Lakh only) plus out of pocket expenses not exceeding 15% of the fees and applicable GST, approved by Shareholders at 101st Annual General Meeting. M/s Walker Chandiook & Co, LLP, Statutory Central Auditors of the Bank for the Financial year 2020-21 have audited 53 branches/offices (including Central office), as a part of annual audit, to cover 50% of the assets. Remuneration paid to them for Annual Audit and Quarterly Financial Review for the year 2020-21 is as under:

Particulars	Amount (₹ in Lakhs)
Fee for year-end audit including issue of statutory certificates ¹	60.00
Fee for quarterly limited review (for three quarters @ ₹ 5 Lakhs each)	15.00
Fee paid for year-end audit of branches ²	10.50
Reimbursement of out of pocket expenses incurred for review / audit of branches / offices during the year (based on actual expenses)	12.96
Total	98.46

Note:

1. Audit of Central Office, Integrated Treasury and 15 branches as a part of Statutory Central Audit assignment.
2. Audit of 38 additional branches / offices (apart from above 15 branches) so as to cover 50% of the assets.

Your Directors, therefore, recommend the appointment of M/s R G N Price & Co., Chartered Accountants (Firm Registration No: 002785S), together with M/s Sundaram & Srinivasan, Chartered Accountants (Firm Registration No: 004207S) as the Bank's Joint Statutory Central Auditors.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the passing of 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 No. 5.

Item No. 05

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. 5 of this Notice.

None of the 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. 03

Brief Resume:

Shri M V Srinivasamoorthi (DIN: 00694618), aged 58 years, is a graduate in Chemistry. He is one of the Promoters of the Bank. He was co-opted as an Additional Director of the Bank on August 27, 2015 and was elected as a Director at the 97th Annual General Meeting held on July 21, 2016. He is a Non-Executive Non-Independent Director of the Bank. He is an exporter of readymade garments and home textiles for more than three decades. He also has the wide knowledge in Small Scale Industry sector.

Nature of his experience in specific functional areas	Business-MSME
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	2,14,368 Equity Shares
No of Board Meetings attended during the year	16/16
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 'Business-MSME'.
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

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

Srinivasa Rao M

Company Secretary
(Membership No. ACS 19189)

Place: Karur
Date: 12.07.2021

