

NOTICE OF THE 97TH ANNUAL GENERAL MEETING

Notice is hereby given that the 97th Annual General Meeting of the Bank will be held at the Registered Office of the Bank, Erode Road, Karur 639002 on Thursday the 21st July 2016 at 10.00 a.m. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March 2016 and the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares.
3. To appoint a Director in the place of Shri A J Suriyanarayana, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Shri M K Venkatesan, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

NOTE:

The retiring Statutory Auditors M/s Abarna & Ananthan, Chartered Accountants, Bangalore, are eligible for re-appointment and expressed their willingness to continue to act as Statutory Auditors of the Bank, if re-appointed.

"RESOLVED THAT pursuant to 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 other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949, including any statutory modification(s) or re-enactment thereof for the time being in force and Rules, Circulars, Guidelines issued by the Reserve Bank of India as applicable and subject to approval from the Reserve Bank of India (RBI) and such other regulatory authorities, as may be applicable, M/s Abarna & Ananthan, Chartered Accountants, Bangalore, be and are hereby re-appointed as Statutory Auditors of the Bank for a period of (2) Two years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 99th Annual General Meeting of the Bank to be held in 2018, subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting on such remuneration and reimbursement of out of pocket expenses as may be fixed by the Board of Directors on the recommendation of the Audit Committee of the Board."

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution.

"RESOLVED THAT the Board of Directors of the Bank be and is hereby authorized to appoint, in consultation with Statutory Auditors, the Branch Auditors who are qualified to act as Auditors, including Statutory Auditors pursuant to Sec 139, 143(8) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder for the purpose of audit of the branches of the Bank and to decide the Branches and Offices to be audited by such Branch Auditors and to fix their remuneration and reimbursement of out of pocket expenses incurred in connection with the Audit, based on the recommendation of the Audit Committee of the Board".



7. To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to Article 25 of the Articles of Association of the Bank and approval accorded by the Reserve Bank of India in terms of Sec 10 B (1 A) (i) of the Banking Regulation Act, 1949, other applicable provisions of the Companies Act, 2013, and the Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of Shri. B. Swaminathan as the Part-time Chairman (Non-Executive Independent) of the Bank for a period of three years with effect from 20.01.2016 to 19.01.2019 as per the following terms and conditions, be and the same is hereby approved."

Sl. No.	Particulars	
1	Remuneration	₹ 9,00,000 p.a.
2	Perquisites - Telephone	Provision of residential phone with mobile
3	Travelling and Halting Allowance	As applicable to Bank's other Directors as per RBI Circular No.BC.54/08.95.004/98 dated June 10, 1998
4	Insurance cover	Insurance cover upto ₹ 10,00,000/- for journey by Air/Road/Rail for official purposes
5	Sitting fees for attending Board/ Committee Meetings	Entitled to sitting fees for attending Board and Committee Meetings as applicable to other Directors of the Bank as per RBI Circular No.BC.54/08.95.004/98 dated June 10,1998

8. To consider and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Sec 10 A (2A) of the Banking Regulation Act, 1949, Shri M V Srinivasamoorthi be and is hereby appointed as a non-executive non-independent Director of the Bank, and his period of office is liable to determination by retirement of directors by rotation."

9. To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Sec 10 A (2A) of the Banking Regulation Act, 1949, Smt CA K L Vijayalakshmi be and is hereby appointed as an Independent Director of the Bank and shall hold office upto a period of 3 (three) years and that she shall not be liable to retire by rotation."

10. To consider and if thought fit, to pass with or without modification/s, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Sec 10 A(2A) of the Banking Regulation Act, 1949, Dr K S Ravichandran be and is hereby appointed as an Independent Director of the Bank and shall hold office upto a period of 3 (three) years and that he shall not be liable to retire by rotation."

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

R Kannan
Company Secretary

Place : Karur
Date : 09.06.2016

NOTES

1. DATES OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from 14th July 2016 to 21st July 2016 (both days inclusive)

2. 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. The proxies in order to be effective should be lodged with the Registered Office of the Bank not less than 48 hours before the commencement of the meeting.

Pursuant to the provisions of the Companies Act, 2013 and the underlying Rules viz., Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights.

3. Institutional members intending to send their authorized representatives to attend the Meeting are requested to send to the Bank a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. All the relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the Registered Office of the Bank on all working days between 10 a.m. to 12 noon upto the date of the meeting i.e. 21st, July 2016. This Notice and the Annual Report will also be available on the Bank's website www.kvb.co.in for download.

5. EXPLANATORY STATEMENT

The relative 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 Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached to this Notice.

6. JURISDICTION

In terms of Article 19 of the Articles of Association of the Bank only Courts in Karur shall have exclusive jurisdiction to entertain any suits against the Bank to restrain the proceedings of any General Meeting or consideration of any Resolution or item of business in its Agenda.

7. DIVIDEND ENTITLEMENT

The Bank has notified closure of Register of Members and Share Transfer Books from Thursday, July 14, 2016 to Thursday, July 21 2016 (both days inclusive) for determining the names of members eligible for final dividend on Equity shares, if declared at the meeting.

The final dividend on Equity Shares, if declared at the meeting, will be credited/dispatched between Friday, July 22, 2016 and Wednesday, July 27, 2016 to those members whose names appear on the Bank's Register of Members on Wednesday, July 13, 2016. 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.

8. MULTIPLE FOLIOS

If any shareholder is holding more than one folio for the same set of names, the shareholder/s concerned may please write to the Registrars and Transfer Agents of the bank viz: M/s SKDC Consultants Ltd., Coimbatore so that their holdings can be consolidated into one folio. This would help the shareholder/s concerned to effectively monitor their holdings.

9. DEMATERIALISATION OF SHARES

The shares of the Bank have been traded compulsorily in Dematerialised form with effect from 25th June 2001 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.

10. CHANGE OF ADDRESS

Shareholders are requested to notify changes in their addresses along with PINCODE to the Registrars and Transfer Agents of the bank whose address is given below:

SKDC Consultants Ltd.,
(Unit: KVB Ltd),
Kanapathy Towers, 1391/A-1 Third Floor
Sathy Road, Ganapathy,
Coimbatore 641006
Phone Nos.0422-6549995, 2539835 - 836,
Email: info@skdc-consultants.com

If the shares are held in dematerialised form the beneficial owners have to intimate about any change in Bank account details, address for communication and nomination only to the Depository Participant concerned and not directly to the Bank or to its Registrars and Transfer Agents.

11. UNCLAIMED DIVIDENDS

a) All the shareholders and Beneficial Owners who have not so far encashed/claimed the dividends for the last 7 years i.e. from 2008-09 to 2014-15 and Interim Dividend 2015-16, have to submit the dividend warrants if any available with them for revalidation to the Company Secretary, The Karur Vysya Bank Limited, Erode Road, Karur 639002.

b) In terms of the Section 205C of the Companies (Amendment) Act, 1999 the dividends which are unclaimed for a period of seven years have to be transferred to "Investor Education and Protection Fund" maintained with Central Government and the shareholders/Beneficial Owners cannot make any claim for the dividends once the unclaimed dividends are transferred to such Fund.

12. 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. The Bank or its Registrar and Transfer Agents, M/s SKDC Consultants Ltd., cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.



13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form must submit their PAN details to the Bank/SKDC Consultants Ltd.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Bank. The nomination form can be downloaded from the Bank's website www.kvb.co.in under the link "Shareholders' corner".
15. 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 communication from the Bank electronically.

Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the National Stock Exchange permits sending of soft copies of Annual Reports to all those members who have registered their email addresses for the purpose.

The Companies Act, 2013 has also recognized serving of documents to any Member through electronic mode. In terms of the Circular No. NSDL/CIR/II/10/2012 dated 09.03.2012, issued by NSDL, email addresses made available by the Depository (for your respective Depository Participant) accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Sec 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode.

In the light of the requirements prescribed by the aforesaid circulars for those Members whose Depository Participant (DP) accounts do not contain the details of their email address, printed copies of the notice of Annual General Meeting and Annual Report for the year ended March 31, 2016 would be dispatched.

16. In terms of Section 108 of the Companies Act, 2013 read with The Companies (Management and Administration) Amendment Rules, 2015, as amended the Bank is providing e-voting facility to its members holding shares in physical or dematerialized form, as on the 'cut-off' date being Thursday, July 14, 2016 to exercise their right to vote by electronic means on any or all of the businesses specified in this notice (the 'Remote e-voting'). Detail of the process and manner of Remote e-voting along with the User Id and Password is furnished separately in the Notice.

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related rules, the bank is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Bank has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

17. In terms of the recent amendment to the Companies (Management and Administration) Amendment Rules, 2015, with respect to the voting through electronic means, the Bank is pleased to offer the facility for voting by way of physical ballot at the AGM. Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by 'Remote' e-voting may vote at the AGM through physical ballot for all businesses specified in the Notice. Members who have exercised their right to vote by Remote e-voting may attend AGM but shall not vote at the AGM. 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 Thursday, July 14, 2016 subject to the provisions of the Banking Regulation Act, 1949 as amended and the extant RBI guidelines.



18. For those members who do not have access to e-voting facility, the Bank is offering Physical ballot attached to the Notice of the meeting and the same may be made use of for casting their votes. The Bank has also enclosed Business reply envelope for this purpose. Instructions for using ballot form is furnished on reverse of the ballot form. Members who have exercised their right to vote by physical ballot form may attend AGM, but shall not vote at the AGM.
19. Kindly note that members can opt for only one mode of voting i.e. either by physical ballot or through e-voting. If Members are opting for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members casting their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot form to all those members who are present at the AGM but have not cast their votes by availing the remote e-voting or Physical Ballot Voting through post.
21. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting as per the procedure laid down in terms of Companies (Management and Administration) Amendment Rules, 2015.
22. The Scrutinizer will collate the votes downloaded from the e-voting system, votes received through physical ballot forms and the votes cast at the AGM to declare the final results for all resolutions set forth in the notice convening the AGM. On completion of the Scrutiny, the Scrutinizer will submit his report to the Chairman, who shall countersign the same and declare the results of the voting. The Results on above resolutions 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.
23. The results declared along with the report of the Scrutinizer shall be placed on the website of the Bank www.kvb.co.in and on the website of NSDL immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to the Stock Exchange where the Bank's shares are listed.
24. The e-voting period commences on Saturday, July 16, 2016 (10:00 a.m. IST) and ends on Wednesday, July 20, 2016 (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 of Thursday, July 14, 2016 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.
25. The route map of the venue of the meeting is given in the Notice.
26. Instructions for members for voting electronically are as under:
 - i) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Bank/Depository Participants]:
 1. Open email and open PDF file viz; "KVBe-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 3. Click on Shareholder - Login



4. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 7. Select "EVEN" of "The Karur Vysya Bank Limited".
 8. Now you are ready for remote e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 10. Upon confirmation, the message "Vote cast successfully" will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to solaiofficeballot@gmail.com with a copy marked to evoting@nsdl.co.in
- ii) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Bank/Depository Participants or requesting physical copy] :
- a) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN
--	----------------	---------------------

- b) Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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 Thursday, July 14, 2016.

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. Thursday, July 14, 2016, 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.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

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.

The Board of Directors has appointed Shri CS S Solaiyappan, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of The Companies Act, 2013)

Item No.6

In terms of the provisions of Companies Act, 2013 and the Rules, if any, made there under, 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.

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

Item No.7

The Board in the meeting held on 23.11.2015 resolved to appoint Shri B Swaminathan (DIN 00245189) who is an independent director on the Board of the Bank, as its Part-time Chairman (Non-Executive Independent) of the Bank subject to the approval of Reserve Bank of India, for a term of three years. Accordingly the Bank made an application to Reserve Bank of India seeking approval for appointment of Shri B Swaminathan as Part-time Chairman of the Bank. Reserve Bank of India vide their letter DBR.Appt.No.9086/08.41.001/2015-16 dated January 19, 2016 accorded their approval for appointment of Shri B Swaminathan as Part-time Chairman of the Bank for three years with effect from the date of taking charge after receiving their approval on the terms and conditions as mentioned in the resolution.

Accordingly Shri B Swaminathan assumed office as Part-time Chairman of the Bank on 20.01.2016 and his term of office will be for three years from 20.01.2016.

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

Item No.8

Shri. M V Srinivasamoorthi (DIN 00694618) was co-opted as an Additional Director of the Bank in the Board Meeting held on 27.08.2015 under the provisions of Section 161 of the Companies Act, 2013 and Article 27 of Articles of Association of the Bank. He holds office upto the date of AGM. Bank has received notice from him signifying his candidature for the office of Director of the Bank, along with deposit prescribed under provisions of Section 160 of Companies Act, 2013.

Except Shri. M V Srinivasamoorthi, none of the other Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

Item No.9

Smt CA K L Vijayalakshmi (DIN 07116809) was co-opted as an Additional Director in the Board meeting held on 22.03.2015. She was appointed as a Non-Executive Non-Independent Director of the Bank at the Annual General Meeting of the Bank held on 22.07.2015. She has become an Independent Director consequent to the completion of cooling period of three years in respect of the Audit firm in which she is a partner. Board in the meeting held on 26.05.2016 re-classified her as an Independent Director.

The said Director has submitted a Declaration in terms of Sec 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of the opinion that she fulfils the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for appointment on passing a special resolution by the company for a further period upto five years. Further pursuant to Sec 10 A(2A) of the Banking Regulation Act, 1949 and the Rules and Circulars and Guidelines issued by the Reserve Bank of India, no director of a Banking Company other than Chairman or Whole Time Director can continuously hold office for a period exceeding eight years from the date of appointment.

It is proposed to appoint Smt CA K L Vijayalakshmi as an Independent Director of the Bank not liable to retire by rotation for a period of three years from the date of the 97th Annual General Meeting.

Except Smt CA K L Vijayalakshmi, none of the other Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

Item No.10

Dr K S Ravichandran (DIN 00002713) was co-opted as an Additional Director of the Bank in the Board Meeting held on 26.05.2016 under the provisions of Section 161 of the Companies Act, 2013 and Article 27 of the Articles of Association of the Bank. He holds the office upto the date of this Annual General Meeting. Bank has received a notice from him signifying his candidature for the office of the Director of the Bank, along with a deposit as prescribed under the provisions of Section 160 of the Companies Act, 2013.

The said Director has submitted a Declaration in terms of Sec 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board is of the opinion that he fulfils the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the company for a further period of upto five years. Further, in terms of Section 10A(2A) of the Banking Regulation Act, 1949, no director of a banking company, other than its Chairman or whole-time Director shall hold office continuously for a period exceeding eight years.

It is proposed to appoint Dr K S Ravichandran as an Independent Director, not liable to retire by rotation, upto a period of three years from the date of the 97th Annual General Meeting.

Except Dr K S Ravichandran, none of the other Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

Additional Information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors' seeking appointment or re-appointment.

Item No.3

Brief Resume:

Shri A J Suriyanarayana (DIN 02251823), aged 43 years, is a graduate in Economics and a post graduate in Business Administration. He was on the Board of the Bank from 04.12.1997 till 29.08.2000. Co-opted as an Additional Director of the Bank on 27.10.2010, he was elected as a Director at the 92nd AGM held on 27.07.2011 and re-elected at the 95th AGM held on 23.07.2014. He belongs to the Promoter family. He is a Non-Executive Director representing minority sector 'Business & Finance' on the Board of the Bank.

Nature of his experience in specific functional areas:

Shri A J Suriyanarayana is a dealer in Petroleum Products and has business interests in certain finance firms. He is a partner in a Construction firm.

Disclosure of relationships between directors inter-se:

Shri A J Suriyanarayana is not related to any of the Directors of the Bank.

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

Shareholding in The Karur Vysya Bank Limited: 2,29,909 Shares

Item No.4

Brief Resume:

Shri M K Venkatesan (DIN 00032235), aged 59 years, is a graduate in Economics. He belongs to the promoter family. He was co-opted as an Additional Director of the Bank on 09.12.2014 and was elected as a Director at the 96th AGM held on 22.07.2015. He had held two terms earlier as a Director of the Bank from 22.02.1992 to 18.02.2000 and 26.11.2003 to 26.07.2009. He is a Non-Executive Director representing majority sector 'MSME'.

Nature of his experience in specific functional areas:

Shri M K Venkatesan is engaged in 'Mundy' Business (dealing in agricultural commodities including seed processing).

Disclosure of relationships between directors inter-se:

Shri M K Venkatesan is not related to any of the Directors of the Bank.

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

Shareholding in The Karur Vysya Bank Limited: 1,88,396 shares

Item No.7

Brief Resume:

Shri B Swaminathan (DIN 00245189), aged 69 years, is a post graduate in Science and holds a Law Degree. He is also a Certified Associate of Indian Institute of Bankers. Having started his career as a Probationary Officer in Indian Overseas Bank in December 1968, he was elevated to various positions in the Bank upto the rank of General Manager of IOB. He was appointed as an Executive Director of Canara Bank and was with the said Bank from January 2005 to January 2006. He had an overseas experience of 12 years in Bangkok and Singapore. He was also MD & CEO of Lord Krishna Bank for a brief period from February 2006 to August 2007. He was also on the Board of erstwhile Bharat Overseas Bank Ltd., between 2001-2003. He was on our Board from 31.01.2013 till 19.01.2016 as a Non-executive Independent Director.

Nature of his experience in specific functional areas: Banking and Law

Disclosure of relationships between directors inter-se:

Shri B Swaminathan is not related to any of the Directors of the Bank.

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: NotApplicable

Shareholding in The Karur Vysya Bank Limited: 1000 shares

Item No. 8

Brief Resume:

Shri M V Srinivasamoorthi (DIN 00694618), aged 52 years, is a graduate in Chemistry. He belongs to the promoter family. He is a Non-Executive Director representing majority sector 'MSME'.

Nature of his experience in specific functional areas:

Shri M V Srinivasamoorthi is running a manufacturing (MSME) textile unit and exporting readymade garments and home textiles for the past 18 years.

Disclosure of relationships between directors inter-se:

Shri M V Srinivasamoorthi is not related to any of the Directors of the Bank.

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: NotApplicable

Shareholding in The Karur Vysya Bank Limited: 33,000 shares

Item No.9

Brief Resume:

Smt CAKL Vijayalakshmi (DIN 07116809), aged 51 years, is a Bachelor of Business Management and a fellow member of the Institute of Chartered Accountants of India. She represents minority sector 'Commerce' and Accountancy (Special knowledge).

Nature of his experience in specific functional areas:

Smt CA K L Vijayalakshmi is a practicing Chartered Accountant. She is a partner in M/s Khicha and Prabu Kesavan, Chartered Accountants, Coimbatore since 1995. She has more than 25 years of experience in various audits like Statutory Bank Branch Audits, Concurrent Audits, Income Leakage Audits etc., branch audit of Insurance Companies and Audit of Tamil Nadu Civil Supplies Corporation.

Disclosure of relationships between directors inter-se:

Smt CAKL Vijayalakshmi is not related to any of the Directors of the Bank.

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: NotApplicable

Shareholding in The Karur Vysya Bank Limited: 500 shares

Item No.10

Brief Resume:

Dr K S Ravichandran (DIN 00002713), aged 54 years, is a Post graduate in Commerce as also a Law Graduate. He is a Doctorate from the Department of Management, Alagappa University, Karaikudi. He served the Indian Air Force for 9 years as a specialist in Russian Radar Systems. He is a Fellow Member of the Institute of Company Secretaries of India. His other professional qualifications are Diploma in Electronics and Radio Communication Engineering, awarded by the Indian Air Force and Diploma in Technology, awarded by Hindustan Aeronauticals, Bangalore.

Nature of his experience in specific functional areas:

Dr K S Ravichandran is a Practising Company Secretary since 1994. He has authored several books, spoken in more than 500 conferences, seminars and workshops and authored articles in various well recognized journals and authored more than 1000 articles in the form of newsletters, a regular feature of his firm M/s KSR & Co. Company Secretaries LLP, Coimbatore.

Disclosure of relationships between directors inter-se:

Dr K S Ravichandran is not related to any of the Directors of the Bank.

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

Shareholding in The Karur Vysya Bank Limited: 500 shares

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

R Kannan
Company Secretary

Place : Karur
Date : 09.06.2016



Karur Vysya Bank
Smart way to bank

The Karur Vysya Bank Limited

Registered & Central Office: Erode Road Karur - 639002
[CIN No : L65110TN1916PLC001295] [E-Mail : kvbshares@kvbmail.com]
[Website : www.kvb.co.in] [Tel No : 04324 - 269440-44] [Fax No : 04324 - 225700]

PHYSICAL BALLOT FORM

1.	Name of the Sole / First Member	
2.	Name (s) of Joint member (s), if any	
3.	Registered Folio No./DP ID No./ Client ID No.	
4.	Number of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution (s) to be passed through e-voting/ Physical Ballot for the business stated in the AGM Notice dated 09.06.2016 of the Bank by conveying my/our assent or dissent to the said Resolution (s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	Type of resolution (Ordinary / Special)	No. of Shares held	I assent to the resolution	I dissent to the resolution
1.	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2016 and the reports of the Board of Directors of the Bank and Auditors thereon	Ordinary			
2.	Declaration of Final Dividend on equity shares	Ordinary			
3.	Appointment of Director in the place of Shri A J Suriyanarayana who retires by rotation and being eligible, offers himself for re-appointment	Ordinary			
4.	Appointment of Director in the place of Shri M K Venkatesan who retires by rotation and being eligible, offers himself for re-appointment	Ordinary			
5.	Appointment of Statutory Auditors and fixing of their remuneration	Ordinary			
6.	Appointment of Branch Auditors of the Bank and fixing their remuneration	Ordinary			
7.	Appointment of Shri B Swaminathan as Part-time Chairman (Non-Executive Independent) of the Bank	Ordinary			
8.	Appointment of Shri M V Srinivasamoorthi as a Non-Executive Director of the Bank	Ordinary			
9.	Appointment of Smt CA K L Vijayalakshmi as a Non-Executive Independent Director of the Bank	Ordinary			
10.	Appointment of Dr K S Ravichandran as a Non-Executive Independent Director of the Bank	Ordinary			

Place :

Date :

(Signature of Member/s)

NOTE : Kindly read the instructions printed overleaf before filling the form.
Last date for receipt of Physical Ballot Form by Scrutinizer is Wednesday, the **July 20, 2016**.



INSTRUCTIONS FOR VOTING THROUGH PHYSICAL BALLOT

1. Those members, who do not have access to e-voting facility provided by the Bank for the AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Physical Ballot Form. Accordingly, this Physical Ballot Form is being provided to facilitate e-voting provided under Section 108 of the Companies Act, 2013 at the 97th AGM of the Bank.
2. A Member desiring to exercise his/her vote by Physical Ballot Form should complete this Physical Ballot form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 6 below at the address Shri CS S. Solaiyappan Scrutinizer, C/o M/s. S K D C Consultants Limited, Unit: The Karur Vysya Bank Ltd., Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006. Postage will be borne and paid by the Bank. Envelopes containing Physical Ballots, if deposited in person or sent by courier at the expenses of the Members will also be accepted.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Bank and the address at which the Physical Ballot Form is to be sent.
4. The Physical Ballot form should be completed and signed by the Members. In the case of joint shareholding, this form should be completed and signed by the first named Member and in his absence, by the next named Member (s). Unsigned Physical Ballot forms will be rejected. The signature on the Physical Ballot Form must tally with the specimen signature registered with the Bank.
5. Where the Physical Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Physical Ballot should accompany the Physical Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Physical Ballot Form.
6. Duly completed Physical Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on Wednesday, July 20, 2016. Any Physical Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
7. A Member may request for a duplicate Physical Ballot Form, if so required. However the duly filled in duplicate Physical Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No.6 above.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Member on Thursday, July 14, 2016, which is the Cut-off date fixed for this purpose.
9. Members are requested not to send any other paper along with the Physical Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be only one Physical Ballot Form for every folio irrespective of the number of joint Member (s).
11. A Member need not use all the votes nor does he need to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a Physical Ballot will be final and binding.
13. Incomplete, unsigned or incorrect Physical Ballot Forms will be rejected.
14. The right of e-voting and Physical Ballot Form through post shall not be exercised by a Proxy.
15. Members may please note that they have to vote through anyone of the modes viz: E-voting, Physical Ballot through post or voting at AGM venue. **Members who have already voted prior to the Meeting Date would not be entitled to vote at the Meeting Venue.**



The Karur Vysya Bank Limited

Registered & Central Office: Erode Road Karur - 639002
[CIN No : L65110TN1916PLC001295] [E-Mail : kvbshares@kvbmail.com]
[Website : www.kvb.co.in] [Tel No : 04324 - 269440-44] [Fax No : 04324 - 225700]

Form No. MGT-11 PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L65110TN1916PLC001295
Name of the Company	The Karur Vysya Bank Limited
Registered Office	Erode Road, Karur - 639 002. Email : kvbshares@kvbmail.com Website : www.kvb.co.in Phone : 04324 - 269440, 269441 Fax : 04324 - 225700
Name of the member(s)	
Registered address	
E-mail ID	
Folio No. / Client ID and DP ID	

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

1	Name	
	Address	
	E-mail ID	
	Signature	Failing him/her
2	Name	
	Address	
	E-mail ID	
	Signature	Failing him/her
3	Name	
	Address	
	E-mail ID	
	Signature	

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 97th Annual General Meeting of the bank, to be held on the 21st day of July, 2016 at 10.00 a.m. at Registered office, Erode Road, Karur -639002 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution
1.	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31,2016 and the reports of the Board of Directors of the bank and Auditors thereon
2.	Declaration of final Dividend on equity shares
3.	Appointment of Director in the place of Shri A J Suriyanarayana who retires by rotation and being eligible, offers himself for re-appointment
4.	Appointment of Director in the place of Shri M K Venkatesan who retires by rotation and being eligible, offers himself for re-appointment
5.	Appointment of Auditors and fixing their remuneration
6.	Appointment of Branch Auditors of the Bank and fixing remuneration
7.	Appointment of Shri B Swaminathan as Part-time Chairman (Non-Executive Independent) of the Bank
8.	Appointment of Shri M V Srinivasamoorthi as a Non-Executive Director of the Bank
9.	Appointment of Smt CAK L Vijayalakshmi as a Non-Executive Independent Director of the Bank
10.	Appointment of Dr K S Ravichandran as a Non-Executive Independent Director of the Bank

Signed this day of 2016.

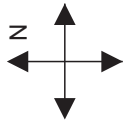
Signature of shareholder :

Signature of Proxy holder(s) :

Affix
₹ 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting (i.e. on or before 10.00 a.m. on Tuesday, July 19,2016)

Map Showing Location of the Venue of the 97th Annual General Meeting of the Karur Vysya Bank Limited



The Karur Vysya Bank
Registered and Central Office
Venue of the AGM



Erode Road



Muniyappan
Temple

Coimbatore Road

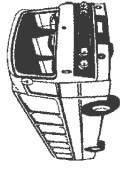
Kovai Main Road



Madurai Bypass Road



Kovai Main Road



Bus Stand

Salem Bypass Road

Trichy Road

Jawahar Bazaar



Sri Kalyana
Pasupatheeswarar
Temple

Karur Junction

