

NOTICE OF THE 98TH ANNUAL GENERAL MEETING

Notice is hereby given that the 98th Annual General Meeting of the Bank will be held at the Registered Office of the Bank, Erode Road, Karur 639002 on Friday, July 21, 2017 at 10.00 a.m. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2017 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 dividend on equity shares.
3. To appoint a Director in the place of Shri G Rajasekaran (DIN :00035582), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Shri A K Praburaj (DIN :07004825), 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 (Firm Registration No.000003S), Bengaluru 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 Sections 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(s) thereof for the time being in force, and the Rules, Circulars, Guidelines issued by the Reserve Bank of India (RBI) as applicable and pursuant to the resolution passed by the Members at the 97th Annual General Meeting of the Bank held on July 21, 2016 for the re-appointment of M/s Abarna & Ananthan, Chartered Accountants, (Firm Registration No.000003S), Bengaluru as Statutory Auditors of the Bank to hold office for two (2) years from the conclusion of the 97th Annual General Meeting until the conclusion of the 99th Annual General Meeting of the Bank to be held in 2018, Members of the Bank be and are hereby ratified the appointment of M/s Abarna & Ananthan, Chartered Accountants (Firm Registration No.000003S), Bengaluru as Statutory Auditors of the Bank, to hold office from the conclusion of this Annual General Meeting i.e., 98th Annual General Meeting until the conclusion of the 99th Annual General Meeting, subject to the approval of RBI and 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 Sections 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 Branch 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 approval accorded by the Reserve Bank of India in terms of Section 10B(5A) of the Banking Regulation Act, 1949 for the extension of tenure of Shri K Venkataraman (DIN: 02443410) to continue as MD & CEO of the



Bank for a period of three months from June 01, 2017 to August 31, 2017 under the existing terms and conditions, be and is hereby approved.”

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

“RESOLVED THAT Shri N S Srinath (DIN: 01493217), who was appointed as an Independent Director of the Bank upto a period of three years at the Annual General Meeting held on July 23, 2014, and is continuing as an Independent Director, be and is hereby re-appointed as an Independent Director in terms of Sections 149,152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act as also the rules made thereunder and Section 10A(2A) and other applicable provisions of the Banking Regulation Act, 1949, to hold office for a second term, immediately upon conclusion of his first term, with effect from July 23, 2017 upto June 28, 2020, i.e., the date of completion of continuous period of eight years from the date of his co-option as per Section 10A(2A) of the Banking Regulation Act, 1949 and that he shall not be liable to retire by rotation.”

9. To consider and if thought fit, to pass with or without modification/s, the following Resolution as a **Special Resolution**.

“RESOLVED THAT Dr V G Mohan Prasad (DIN: 00002802), who was appointed as an Independent Director of the Bank upto a period of three years at the Annual General Meeting held on July 23, 2014, and is continuing as an Independent Director, be and is hereby re-appointed as an Independent Director in terms of Sections 149,152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act as also the rules made thereunder and Section 10A(2A) and other applicable provisions of the Banking Regulation Act, 1949, to hold office for a second term, immediately upon conclusion of his first term, with effect from July 23, 2017 upto June 14, 2022, i.e., the date of completion of continuous period of eight years from the date of his co-option as per Section 10A(2A) of the Banking Regulation Act, 1949 and that he 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 a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 (the ‘Act’) read with Explanation to Rule 13(1) of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to and in accordance with provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (‘SEBI (ICDR) Regulations’), the provisions of the Memorandum and Articles of Association of the Bank, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the agreements entered into with National Stock Exchange of India Limited (‘NSE’) where the equity shares of face value of ₹ 2/- each of the Bank (‘Equity shares’) are listed and subject to the approval to the extent applicable from Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), NSE and such other appropriate authority as may be necessary, consent of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (herein after referred to as the ‘Board’ which shall include a duly authorized Committee for time being exercising the powers conferred upon it by the Board, including the power conferred by this resolution) to create, offer, issue and allot such number of equity shares of the Bank, either on a fully paid or partly paid basis with the right to call for the balance amount at a future date, to the employees as prescribed under SEBI (ICDR) Regulations at the discretion of the Board of the Bank (‘Eligible Employees’), whether shareholders of the Bank or not, in pursuance to reservation made under Regulation 55A of the SEBI (ICDR) Regulations along with the proposed rights issue of Equity Shares (‘Rights Issue’) as approved by the Board in its meeting held on May 29, 2017, aggregating up to a maximum of 5% of the post issue capital of the Bank through issue of offer document and in the manner and on the terms and conditions, including basis of the offer to the eligible employees, as the Board may in its discretion in consultation with the Lead Manager(‘LM’) decide but at the same price as of the Rights Issue i.e., ₹ 76/- per equity share (inclusive of a Share Premium of ₹ 74/- per share), and for getting the Equity Shares listed on the NSE.



”RESOLVED FURTHER THAT the Equity Shares issued and allotted to the eligible employees under Regulation 55A of SEBI (ICDR) Regulations along with the Rights Issue of the Bank shall rank paripassu in all respects with the then existing Equity Shares of the Bank.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions the Board or any Committee thereof be and is hereby authorised to finalise all matters incidental thereto and to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of equity shares to the eligible employees of the bank and with power to settle all questions, difficulties or doubts that may arise in regard to such issue, in its absolute discretion, deems fit.”

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to make any alteration, addition or make any variation in relation to the issue, in consultation with the LM and / or SEBI or such other authorities as may be required.”

“RESOLVED FURTHER THAT the MD & CEO of the Bank and the Company Secretary be and are hereby severally authorised to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be specifically required in connection with the above.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications in the proposal as may be required by the authorities involved in the issue but subject to such conditions as the SEBI, RBI, NSE or such other appropriate authority, may impose at the time of their approval and as agreed to by the Board”.

“RESOLVED FURTHER THAT the acts, deeds and things already done by the Board or any designated officer of the Bank in this regard be and are hereby confirmed, approved and ratified.”

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

Place: Karur
Date: 08.06.2017

Srinivasa Rao M
Company Secretary

NOTES

1. DATES OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from Friday, July 14, 2017 to Friday, July 21, 2017 (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. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slip to the Meeting. Members/Proxies requested to furnish a valid identity proof such as Pan Card, Passport, Aadhaar Card or Driving License etc.,
5. 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. and 12 noon upto the date of the meeting i.e., July 21, 2017. This Notice and the Annual Report will also be available on the Bank's website www.kvb.co.in for download.

6. EXPLANATORY STATEMENT

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Resolutions 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.

7. DIVIDEND ENTITLEMENT

The Bank has notified closure of Register of Members and Share Transfer Books from Friday, July 14, 2017 to Friday, July 21, 2017 (both days inclusive) for determining the names of Members eligible for dividend on Equity shares, if declared at the meeting.

The dividend on Equity Shares, if declared at the meeting, will be credited/dispatched between Monday, July 24, 2017 and Friday, July 28, 2017 to those Members whose names appear on the Bank's Register of Members on Thursday, July 13, 2017. 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. DEMATERIALISATION OF SHARES

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

9. 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:

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

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 (DP) concerned and not directly to the Bank or to its Registrars and Transfer Agents.

10. 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 2009-10 to 2015-2016 as also the Bonus Fractional Warrant and Refund Order have to submit the same if any available with them for revalidation to the Company Secretary, Investor Relations Cell, Karur Vysya Bank Limited, Erode Road, Karur 639 002.
- b) As per the provisions of Sec 124(5) of the Companies Act, 2013, the unpaid Dividend for the FY 2008-09 has been transferred to Investor Education and Protection Fund (IEPF) on August 31, 2016. Further in terms of Sec 124(6) of the Companies Act, 2013, all shares in respect of which unpaid or unclaimed dividend has been transferred under Sec 124(5) shall also be transferred by the Bank in the name of Investor Education and Protection Fund Authority (IEPFA) constituted under Sec 125(5) of the Companies Act, 2013. Shareholders can make any claim from IEPFA for the shares and the dividends once the same are transferred to such Fund.
11. 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 Registrars 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.
12. 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.
13. Members may please note that, a copy of the PAN card of both the transferor and the transferee must mandatorily be submitted along with the transfer deed for registering transfer of physical shares.
14. 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.
15. 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

http://www.kvb.co.in/pdf/Nomination_Form.pdf. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, karta of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney.

16. 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.

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 Section 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, 2017 would be dispatched through permitted mode.

17. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, the Bank is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the 'cut-off' date being Friday, July 14, 2017 to exercise their right to vote by electronic means on any or all of the Resolutions specified in this Notice (the 'Remote e-voting'). Details 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 Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the related rules, the Bank is pleased to provide the 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.

18. Members who have already exercised their right to vote by e-voting may attend Annual General Meeting, but shall not vote at the Annual General Meeting.
19. Pursuant to the Companies (Management and Administration) Amendment Rules, 2015, the Bank is pleased to offer voting through electronic means facility at the Annual General Meeting. 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 Annual General Meeting through electronic means for all the resolutions specified in the Notice. 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 Friday, July 14, 2017 subject to the provisions of the Banking Regulation Act, 1949 as amended and the extant RBI guidelines.
20. Members may please note that in case of any technical failure or eventuality resulting into non-functionality of the electronic voting system at the meeting, Members would be provided the physical ballot paper for casting their votes at the meeting.
21. The Board of Directors has appointed Shri CS S Solaiyappan, Practising Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

22. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to held, allow voting with the assistance of scrutinizer, by use of electronic means to all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting.
23. The Scrutinizer will collate the votes downloaded from the e-voting system and the votes cast at the AGM 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 counter sign the same and declare the results of the voting. The Results on the 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.
24. 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 results by the Chairman. The results shall also be immediately forwarded to the Stock Exchange where the Bank's shares are listed.
25. The e-voting period commences on Monday, July 17, 2017 (10:00 a.m. IST) and ends on Thursday, July 20, 2017 (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., Friday, July 14, 2017 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.
26. The route map of the venue of the meeting is given in the Notice.
27. The 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 Participant(s)] :
 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.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "KVBe-voting.pdf".
 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.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 Annual General Meeting [for members whose email IDs are not registered with the Bank/Depository Participant or requesting physical copy] :
- a) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting.

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/grievances, 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.

Any queries or grievance connected with the e-voting can be addressed to Mr. Rajiv Ranjan, Asst. Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. Ph: 022-24994738, Email: evoting@nsdl.co.in.

Login to the remote 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 Password' option available on the site to reset the password/PIN.

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.

Note: Members who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

In case Members are holding shares in demat mode, USER ID is the combination of DP ID +Client ID.

In case Members are holding shares in physical mode, USERID is the combination of EVEN No + Folio No.

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 Friday, July 14, 2017.

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. Friday, July 14, 2017, 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 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

(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 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.

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

Item No.7

The tenure of Shri K Venkataraman, MD & CEO of the Bank concluded at the close of the office hours on May 31, 2017 as per the terms of his re-appointment. Bank had already taken initiatives to select suitable successor for being appointed as MD & CEO of the Bank which is at final stage. In view of the importance of ensuing statutory compliances of the Bank for the year ended March 2017, Board in the meeting held on March 21, 2017 resolved to extend the tenure of Shri K Venkataraman, MD & CEO of the Bank for a period of three months effective from June 01, 2017 to August 31, 2017, subject to the approval of Reserve Bank of India.

The Bank made an application to Reserve Bank of India for approval for extension of tenure of Shri K Venkataraman, MD & CEO of the Bank under the existing terms and conditions. Reserve Bank of India vide their letter DBR.Appt.No.11915/08.41.001/2016-17 dated April 7, 2017 accorded their approval for extension of tenure of Shri K Venkataraman to continue as MD & CEO of the Bank for a period of three months from June 01, 2017 to August 31, 2017, under the existing terms and conditions.

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

Item No.8

Shri N S Srinath (DIN : 01493217), an independent director of the Bank, was co-opted as an Additional Director on June 29, 2012. He was appointed as a Director in the Annual General Meeting held on July 30, 2012.

Pursuant to Sections 149 and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri N S Srinath was appointed as an Independent Director of the Bank, upto a period of 3 years in the Annual General Meeting held on July 23, 2014. The three years term of his appointment ends on July 22, 2017.

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 for a further period upto five years on passing of a special resolution by the company. 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, by whatever name called, shall hold office continuously for a period exceeding eight years.

Shri N S Srinath is completing his five years period on June 28, 2017 from the date of his co-option and he may be re-appointed for a second term upto the completion of his continuous period of eight years in compliance of Section 10A(2A) of the Banking Regulations Act, 1949.

In the opinion of the Board of Directors he fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. Further his

appointment is in compliance with the provisions of Sec 10A of the Banking Regulation Act, 1949, in particular, on account of Shri N S Srinath has the requisite experience/expertise required under Section 10A(2) of the Banking Regulation Act, 1949. The said Independent Director is not liable to retire by rotation.

The Board of Directors in their meeting held on May 19, 2017 recommended the appointment of Shri N S Srinath as an Independent Director of the Bank for a second term with effect from July 23, 2017 upto June 28, 2020, i.e., the date of completion of continuous period of eight years from the date of his co-option to the Board as per Section 10A(2A) of the Banking Regulation Act, 1949 subject to the approval of the shareholders at the Annual General Meeting by passing a special resolution.

In view of this, the Board of Directors recommend the appointment of Shri N S Srinath as an Independent Director of the Bank for a second term and proposes the Special Resolution.

Except Shri N S Srinath, none of the other Directors, Key Managerial Personnel of the Bank and their relatives thereof are in any way, concerned or interested in this resolution.

Item No.9

Dr V G Mohan Prasad (DIN: 00002802), an independent director of the Bank, was co-opted as an Additional Director on June 15, 2014.

Pursuant to Sections 149, 152 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr V G Mohan Prasad was appointed as an Independent Director of the Bank upto a period of 3 years in the AGM held on July 23, 2014. The three years term of his appointment ends on July 22, 2017.

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 for a further period upto five years on passing of a special resolution by the company. 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, by whatever name called, shall hold office continuously for a period exceeding eight years.

Dr V G Mohan Prasad is completing his three years period on June 14, 2017 from the date of his co-option and he may be re-appointed for a second term upto the completion of his continuous period of eight years in compliance of Section 10A(2A) of the Banking Regulations Act, 1949.

In the opinion of the Board of Directors he fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. Further his appointment is in compliance with the provisions of Sec 10A of the Banking Regulation Act, 1949, in particular, on account of Dr V G Mohan Prasad has the requisite experience/expertise required under Section 10A(2) of the Banking Regulation Act, 1949. The said Independent Director is not liable to retire by rotation.

The Board of Directors in their meeting held on May 19, 2017 recommended the appointment of Dr V G Mohan Prasad as an Independent Director of the Bank for a second term with effect from July 23, 2017 upto June 14, 2022, i.e., the date of continuous period of eight years from the date of his co-option to the Board as per Section 10A(2A) of the Banking Regulation Act, 1949 subject to the approval of the shareholders at the Annual General Meeting by passing a special resolution.

In view of this, the Board of Directors recommend the appointment of Dr V G Mohan Prasad as an Independent Director of the Bank for a second term and proposes the Special Resolution.

Except Dr V G Mohan Prasad, none of the other Directors, Key Managerial Personnel of the Bank and their relatives thereof are in any way, concerned or interested in this resolution.

**Item No.10**

Board of Directors of the Bank at their meeting held on May 29, 2017 approved the proposal for further issue of Equity Shares by way of Rights Issue to the eligible shareholders of the Bank in the ratio of 1:6 i.e 1 (one) Equity share for every 6 (six) Equity shares held on a Record Date which is to be fixed at a later date, at a price of ₹ 76/- per equity share of nominal value of ₹ 2/- each, at a premium of ₹ 74/- per Equity Share aggregating to ₹ 772.32 Cr in accordance with the Act, the rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time [“SEBI (ICDR) Regulations”], the provisions of the Memorandum and Articles of Association of Bank, and the listing agreement entered with National Stock Exchange of India Ltd., where the equity shares of the Bank are listed and subject to the approval to the extent applicable of the, Securities and Exchange Board of India, Reserve Bank of India and all other concerned Statutory and other relevant authorities. Issue of rights shares at a discount price to the market price will be a reward to the shareholders for their investments and it enhances their confidence.

The Bank is interested in the well being of its employees and duly recognizes their contribution to the growth and expansion of the Bank. While every effort is being made to sufficiently compensate the employees in monetary terms, the bank expects them to put in their best of knowledge, hard work and sincerity to contribute to the overall growth of the Bank and profitability.

Regulation 55A of the SEBI (ICDR) Regulations permits the Bank to reserve, issue and allot shares to employees of the Bank along with rights issue subject to the condition that total value of allotment to any one employee shall not exceed ₹ 2,00,000/- (Rupees Two lakhs only). The Board of Directors of the Bank at the meeting held on May 29, 2017 resolved to make such reservation to the employees of the Bank along with the proposed Rights Issue of the Bank. The Equity Shares to be reserved will be at the same price as that of the Rights Issue i.e., ₹ 76/- per share (inclusive of a Share Premium of ₹ 74/-) and will be subject to the other applicable provisions as prescribed under SEBI (ICDR) Regulations and approval of the shareholders.

In terms of the SEBI (ICDR) Regulations, “employee” means a permanent and full-time employee of the Bank, or a director of the Bank, whether whole time or part time and does not include promoters and an immediate relative of the promoter (i.e., any spouse of that person, or any parent, brother, sister or child of that person or of the spouse).

The Provisions of Section 62(1)(c) of the Companies Act, 2013, read with Explanation to Rule 13(1) of Companies (Share Capital and Debentures) Rules, 2014 provided for further issue of shares to any persons other than existing shareholders, at the discretion of the Board if the same is approved by the shareholders by way of special resolution. The reservation to employees along with the rights issue in terms of Regulation 55A of the SEBI (ICDR) Regulations falls outside the definition of ‘Preferential Offer’, hence requirements relating to disclosures to be made in respect of the Preferential Offer do not apply.

Accordingly, this agenda item is proposed for the approval of the shareholders as a special resolution in the Annual General Meeting of the Bank authorizing the Board of Directors to issue and allot, further equity shares of ₹ 2/- each at a premium of ₹ 74/- per share, subject to a maximum of 5% of the post issue capital of the Bank being offered to the eligible employees of the Bank and it will be reserved for them under Regulation 55A of the SEBI (ICDR) Regulations, along with the Rights Issue of Equity Shares as approved by the Board of Directors in the meeting held on May 29, 2017.

This Special Resolution seeks the approval of the shareholders authorizing the Board to make the proposed issue of shares to employees of the Bank and to deal with any other matter connected with the Issue.

The proposed resolution is in the best interests of the employees of the bank and hence the Board of Directors recommend passing of this resolution as a Special Resolution.

None of the Promoter Directors and their relatives thereof are in any way, concerned or interested in this resolution except the other directors and key managerial personnel of the Bank to the extent of their entitlement in the reservation to the employees.

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 G Rajasekaran (DIN: 00035582), aged 66 years, is a graduate in Arts. He is a promoter of the Bank. He has rich experience in textile business. He has also interest as a Partner in certain finance firms. He was co-opted as an Additional Director of the Bank on June 20, 2010 and was elected as a Director at the 91st AGM held on July 21, 2010 and re-elected at the 93rd AGM held on July 30, 2012 and again re-elected at the 96th AGM held on July 22, 2015. He had held two terms earlier as a Director of the Bank from February 14, 1990 to February 13, 1998 and June 14, 2000 to June 09, 2008. He is a Non-Executive Director representing minority sector 'Business and Finance' on the Board of the Bank.

Nature of his experience in specific functional areas:

Shri G Rajasekaran is engaged in Textile Business (dealing in textile goods).

Disclosure of relationships between directors inter-se:

Shri G Rajasekaran 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: 16,10,120 Shares

Item No.4

Brief Resume:

Shri A K Praburaj (DIN: 07004825), aged 46 years, is a Commerce Graduate. He is a promoter of the bank. He is a dealer in Indian Oil Corporation and is a partner in certain finance firms. He was a Director of the Bank during the period from December 04, 1997 to March 07, 2004. He was co-opted as an Additional Director of the Bank on December 09, 2014 and elected as a Director at the 96th AGM held on July 22, 2015. He is a non-executive Director representing minority sector 'Trade and Commerce' on the Board of the Bank.

Nature of his experience in specific functional areas: Trade and Commerce

Disclosure of relationships between directors inter-se:

Shri A K Praburaj 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: 69,170 Shares

Item No.7

Brief Resume:

Shri K Venkataraman (DIN: 02443410), aged 64 years, is a post graduate in Agriculture and a Certified Associate of the Indian Institute of Bankers. He has 39 years of experience in Banking. Having started his career as a Probationary Officer in State Bank of India during September 1978, he was elevated to various positions in SBI and had a stint in Japan for four years.

He was Chairman of Foreign Exchange Dealers Association of India from February 20, 2008 till August 16, 2010. He was a Chief General Manager of SBI, before being deputed to its subsidiary M/s SBI Global Factors Limited as its MD & CEO. He has also been associated with Indian Institute of Banking and Finance (IIBF) as Honorary Fellow and Governing Council Member. He is the MD & CEO of the Bank since June 06, 2011. He represents Majority Sector 'Banking' on the Board of the Bank.

Nature of his experience in specific functional areas: Banking

Disclosure of relationships between directors inter-se:

Shri K Venkataraman 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: Governing Council Member (Director) of IIBF;

Memberships of Committees: Not applicable

Shareholding in The Karur Vysya Bank Limited: 32,500 Shares

Item No. 8

Brief Resume:

Shri N S Srinath (DIN: 01493217), aged 65 years, is a graduate in Science and Law and a Certified Associate of the Indian Institute of Bankers. He holds certificate in Industrial Finance. He started his career in Banking by joining Canara Bank in the year 1970 and worked in the Bank in the various regions viz., Bihar, Karnataka, Tamil Nadu and New Delhi. He was elevated to various cadres between 1970 to April 2006 and worked in the Bank as a General Manager in charge of Personnel Wing at its Head Office at Bangalore from May 2006. In Canara Bank he has served in the areas of Information Technology, Projects, HRD besides banking operations. He was instrumental in implementing ERP solutions in Canara Bank and has deep insight into leveraging technology and optimization of Human Resource Management.

He was appointed as an Executive Director of the Bank of Baroda, a whole time Directorship as Government of India nominee from December 07, 2009, a post which he had held up to his retirement on May 31, 2012. He was a Chairman on the Boards of Bank of Baroda (Trinidad and Tobago) Limited and Bank of Baroda (Ghana) Ltd, wholly owned subsidiaries of Bank of Baroda, till May 31, 2012 and was also on the Board of India Infrastructure Finance Company (UK) Limited from December 01, 2010 till October 31, 2011.

He was also on the Board of Central Registry of Securitization Asset Reconstruction and Security Interest in India (CERSAI), a Sec 25 Company registered under the Companies Act, 1956, since its inception. He has since resigned the said position on May 31, 2012. He was Trustee (Government of India Appointment) in Stressed Assets Stabilization Fund till December 31, 2015.

He was co-opted as an Additional Director of the Bank on June 29, 2012 and elected as a Director at the 93rd Annual General Meeting of the Bank held on July 30, 2012. He was appointed as an Independent Director of the Bank for a period of three years at the 95th Annual General Meeting of the Bank held on July 23, 2014. He represents Majority Sector 'Banking – Human Resource Management' on the Board of the Bank.

Nature of his experience in specific functional areas: Banking and Human Resource Management

Disclosure of relationships between directors inter-se:

Shri N S Srinath 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: 2,665 Shares



Item No.9

Brief Resume:

Dr V G Mohan Prasad (DIN: 00002802), aged 58 years, is engaged in Agriculture and also a Medical Practitioner. He is an MD., D.M.,F.C.C.P.,M.I.A.S.L. He was a Director of the Bank from July 28, 2003 to July 27, 2011. He was co-opted as an Additional Director of the Bank on June 15, 2014 and elected as an Independent Director of the Bank for a period of three years at the 95th Annual General Meeting of the Bank held on July 23, 2014. He represents Majority Sector 'Agriculture' on the Board of the Bank.

Nature of his experience in specific functional areas: Agriculture

Disclosure of relationships between directors inter-se:

Dr V G Mohan Prasad 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: 1,48,515 Shares

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

Place: Karur
Date: 08.06.2017

Srinivasa Rao M
Company Secretary

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 -639002. Email: kvbshares@kvbmail.com; Website: www.kvb.co.in Ph. No:04324-269440-44, Fax No.04324-225700
Name of the member(s)	
Registered address	
E-mail ID	
Folio No/ DP ID and Client ID	

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

1	Name	
	Address	
	E-mail ID	
	Signature	
2	Name	
	Address	
	E-mail ID	
	Signature	
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 98th Annual General Meeting of the Bank, to be held on the 21st day of July, 2017 at 10.00 a.m. at the Registered Office, Erode Road, Karur – 639002 and at any adjournment thereof in respect of such resolution as are indicated below:

Item No	Resolution	Optional *	
		FOR	AGAINST
1	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2017 and the reports of the Board of Directors of the Bank and Auditors thereon		
2	Declaration of Dividend on equity shares		
3	Appointment of Director in place of Shri G Rajasekaran (DIN: 00035582), who retires by rotation and being eligible, offers himself for re-appointment		
4	Appointment of Director in place of Shri AK Praburaj (DIN: 07004825), who retires by rotation and being eligible offers himself for re-appointment		
5	Ratification of appointment of M/s Abarna and Ananthan, Chartered Accountants (Firm Registration No.000003S) as Auditors and fixation of remuneration thereof		
6	Appointment of Branch Auditors of the Bank and fixing their remuneration		
7	Extension of tenure of Shri K Venkataraman (DIN: 02443410), to continue as MD & CEO of the Bank for a period of three months from June 01, 2017 to August 31, 2017		
8	Reappointment of Shri N S Srinath (DIN: 01493217), as a Non-Executive Independent Director of the Bank		
9	Reappointment of Dr V G Mohan Prasad (DIN: 00002802), as a Non-Executive Independent Director of the Bank		
10	Reservation to the employees of the Bank along with the Rights Issue		

* It is optional to put a (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this _____ day of _____ 2017

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix
₹ 1/-
Revenue
Stamp

Notes:

1. 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 Wednesday, July 19, 2017).
2. 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. A Proxy need not be a member of the Bank.
3. In the case of Joint holders, the signature of any one holder will be sufficient, but names of all the Joint holders should be stated.
4. Please complete all details including details of member(s) in above box before submission.

Map Showing Location of the Venue of the 98th Annual General Meeting of the Karur Vysya Bank Limited

