

NOTICE OF THE 99TH ANNUAL GENERAL MEETING

Notice is hereby given that the 99th Annual General Meeting of The Karur Vysya Bank Limited (**the 'Bank'**) will be held at the Registered Office of the Bank, Erode Road, Karur 639002 on Thursday, August 09, 2018 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, 2018 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 M K Venkatesan (DIN: 00032235), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Shri M V Srinivasamoorthi (DIN: 00694618), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s Walker Chandiook & Co. LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Bank and fix their remuneration.

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 approval of the Reserve Bank of India, the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the provisions of Section 30 of the Banking Regulation Act, 1949 and guidelines issued by Reserve Bank of India (RBI), including any amendment, modification, variation or re-enactment thereof for the time being in force, M/s Walker Chandiook & Co. LLP, Chartered Accountants, Mumbai, (Firm Registration Number 001076N/N500013), be and are hereby appointed as the statutory auditors of the Bank to hold office from the conclusion this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank on such terms and conditions, including annual remuneration / fees of ₹ 68,00,000/- (Rupees Sixty Eight Lakh only) plus out of pocket expenses and applicable GST, with the power to the Board including Audit Committee thereof to alter and vary the terms and conditions of appointment, the remuneration, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the statutory auditors."

SPECIAL BUSINESS

6. To consider, and if thought fit, to pass with or without modification/s, the following Resolution, as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to Sections 139, 143(8) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, and the applicable provisions of the Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by the Reserve Bank of India, Board of Directors of the Bank, (**"Board"**) in consultation with Statutory Auditors, be and is hereby authorized to appoint the Branch Auditors, who are qualified to act as Auditors including Statutory Auditors and to fix their remuneration and out of pocket expenses, based on the recommendations of the Audit Committee of the Board".
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 the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, pursuant to Section 10A and other applicable provisions of the Banking Regulation Act, 1949, Shri P R Seshadri (DIN: 07820690) be and is hereby appointed as a Director of the Bank, not liable to retire by rotation."

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 approval accorded by the Reserve Bank of India under Section 35B of the Banking Regulation Act, 1949, the provisions of Section 196 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the approval of the Members of the Bank be and is hereby accorded for the appointment of Shri P R Seshadri (DIN: 07820690) as the Managing Director & Chief Executive Officer of the Bank, for a period of three years with effective from the date of taking charge i.e. September 04, 2017 on the terms and conditions mentioned here under:

Sl. No.	Particulars	Description
	Remuneration	
1	Salary	₹ 1,08,00,000/- per annum (₹ 9 Lakh p.m.)
2	Dearness Allowance / House Rent Allowance / Conveyance Allowance	NIL
3	Entertainment Allowance	Reimbursement of ₹ 1,20,000/- p.a. inclusive of entrance fee / subscription fee, etc. for two clubs.
4	Variable Pay	As may be decided by the Nomination and Remuneration Committee / Board from time to time up to a maximum of 30% of the fixed pay for each financial year subject to RBI approval.
	Perquisites	
1	Free furnished house	The bank will provide free furnished accommodation.
2	Free use of Bank's car for - Official purposes - For Private purpose on compensating the bank	Yes, with Driver. Recovery at ₹ 250 p.m. for journey not exceeding 750 kms. above that 60% of the rate fixed by RTA.
3	Telephone and other Communication facilities	No restriction on use of telephone / mobile / fax / e-Mail / internet for office use.
4	Subscription to Newspapers / Journals, etc.	As may be required by MD & CEO.
5	Provident Fund /	PF - 10% of Basic Salary (pay) on contributory basis.
	Gratuity	Gratuity - As per Bank's policy.
6	Travelling and Halting Allowances	Single return fare by business / executive class for air travel on official purposes. Halting allowances, boarding charges and lodging charges as may be decided by the Board of Directors from time to time.
7	Medical Aid	Medical Aid: Reimbursement of medical expenses for self and dependent family members up to ₹ 40,000 p.a. on declaration basis. Hospitalisation Scheme - Reimbursement of hospitalization charges to the extent of 100% in the case of MD & CEO and his dependent family members. OR Health Insurance floater policy for self and family dependents for ₹ 20 Lakh.
8	Other benefits, if any	Not entitled for Sitting Fees and Bonus.

Sl. No.	Particulars	Description
9	LEAVE :	
	(i) Casual Leave	12 days in a year.
	(ii) Privilege Leave	1 day for every 11 days of service.
	(iii) Sick Leave	15 days leave for each completed year of service.
	(iv) Leave Fare Concession	Leave Travel Concession for MD & CEO and his dependent family members by air once in a year to and fro to any place in India. In case the facility is not used in a year, the same can be carried over to next block.
10	Encashment of Leave	Encashment of privilege leave at credit, at the time of demitting office.
11	Personal Accident Insurance Cover	Personal accident Insurance cover up to ₹ 20,00,000/- for journey by Air / Road / Rail for official purposes.
12	ESOP	Eligible / entitled for allotment of stock options as may be decided by the Nomination and Remuneration Committee / Board when stock options scheme is implemented by the Bank as per SEBI regulations, with the prior approval of RBI.

The Nomination and Remuneration Committee has granted 10,00,000 Options to Managing Director & Chief Executive Officer of the Bank under KVB-ESOS-2018 Scheme on May 24, 2018 subject to the approval of Reserve Bank of India.

RESOLVED FURTHER THAT the Board / any Officer of the Bank duly authorized by the Board be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

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

“**RESOLVED THAT** pursuant to Section 42 and all other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, the Securities and Exchange Board of India (“**SEBI**”) (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the applicable provisions of the Banking Regulation Act, 1949, and the rules, guidelines and circulars issued by the Reserve Bank of India (“**RBI**”) and / or the SEBI, in this regard, from time to time, and any other applicable laws including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force and the relevant provisions of the Memorandum of Association and the Articles of Association of the Bank and subject to receipt of such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), approval of the Members of the Bank be and is hereby accorded for borrowing / raising of funds denominated in Indian / Foreign currency by issue of debt securities including, but not limited to, long term bonds, non-convertible debentures, Basel III compliant Tier I and Tier II bonds or such other debt securities as may be permitted under the RBI guidelines, from time to time, in domestic and / or overseas market, on a private placement basis and / or for making offers and / or invitations thereof, and / or issue(s) / issuances thereof, for a period of one (1) year from the date hereof, in one (1) or more tranches and / or series and / or under one (1) or more shelf disclosure documents and / or one (1) or more letters of offer, and on such terms and conditions for each series / tranches, including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board of Directors of the Bank (hereinafter referred to as the Board, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), as per the structure and within the limits permitted by the RBI, upto an amount of ₹ 1,200 Crores (Rupees one thousand two hundred crores only) in domestic and / or overseas market, within the overall borrowing limits of the Bank.



RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, modify, finalize the terms and conditions of the said debt instruments and execute all such agreements, documents, instruments and writings as deemed necessary, including, the private placement offer letter, information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required in connection with the offering(s), issuance(s) and / or allotment(s) of the said debt instruments on a private placement basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit, and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Committee of the Board of Director(s), and / or Managing Director, and / or Chief Financial Officer, and / or Company Secretary, and / or any other officer(s) of the Bank, to give effect to this Resolution.”

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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Section 10A of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri R Ramkumar (DIN: 00275622) be and is hereby appointed as a Non-Executive Non-Independent Director of the Bank, liable to retire by rotation.”

11. 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 Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made there under, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI) from time to time, Article 16 of the Articles of Association of the Bank, and the recommendation of the Board of Directors of the Bank, and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as the Board and which expression shall be deemed to include a Committee of the Board) for capitalization of such sums standing to the credit of the Securities Premium Account, as may be considered appropriate by the Board, for the purpose of the issue of bonus equity shares of ₹ 2/- each to those members whose name appears in the Register of members / Beneficial Owners’ on a date (“Record Date”) to be decided by the Board and that the such shares credited as fully paid-up equity shares to the holders of the existing equity shares of the Bank in consideration of their said holding in the proportion of 1:10 i.e., one (1) equity shares of ₹ 2/- each for every ten (10) equity shares of ₹ 2/- each held by the members.

RESOLVED FURTHER THAT no fractions arising out of the issue and allotment of bonus equity shares shall be allotted by the Bank and the Bank shall not issue any certificate or coupon in respect thereof but all such fractional entitlements shall be consolidated and the bonus equity shares, in lieu thereof, shall be allotted by the Board to the Nominee(s) appointed by the Board, who shall hold the same as Trustees for the Members entitled thereto, and sell the said equity shares so arising at the then prevailing market rate and pay to the Bank net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlement.

RESOLVED FURTHER THAT pursuant to the Regulations of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, with respect to the employee stock options outstanding on the record date, the Board and / or the Nomination and Remuneration committee of the Board be



authorized to make appropriate adjustments with respect to exercise price and the number of stock options and decide on the allotment of such number of additional stock options as bonus options to the employees who have been granted stock options in the same proportion as the bonus equity shares being issued.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and that the certificate(s) in respect of bonus equity shares shall be completed and thereafter be dispatched to the allottees, except in respect of those allottees who hold shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully-paid up equity shares of the Bank as existing on the record date and shall be entitled to participate in any dividends to be declared after the bonus shares are allotted.

RESOLVED FURTHER THAT the issue and allotment of the said bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO), Foreign Portfolio Investors (FPIs), Overseas Corporate Bodies (OCBs) and other foreign investors of the Bank will be subject to the approval of the RBI, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for Listing of such Bonus equity Share on the Stock Exchanges where the equity shares of the Bank are listed, in terms of SEBI Listing Regulations and other applicable law, guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board of the Bank be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Committee of the Board of Director(s), and / or Managing Director, and / or Chief Financial Officer, and / or Company Secretary, and / or any other officer(s) of the Bank for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Bank and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Place: Karur

Date: 25.06.2018

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

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

NOTES

1. DATES OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from Friday, July 13, 2018 to Monday, July 16, 2018 (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. Corporate Members intending to authorize their representative to attend the Meeting and vote on their behalf are requested to send a certified copy of the Board Resolution to the Registered Office of the Bank.
4. The Attendance at the Meeting will be regulated through the Attendance Slip and the same will be verified with the records maintained with the Bank. Members who hold shares in dematerialised form are requested to quote their DP ID and Client ID number(s) along with a valid identity proof and those who hold shares in physical form are requested to quote their folio number(s) in the Attendance Slip and furnish a valid identity proof such as Pan Card, Passport, Aadhaar Card or Driving License etc., to facilitate their identification at the Meeting.
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., August 09, 2018. 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 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.

7. DIVIDEND ENTITLEMENT

Board of Directors of the Bank, at its meeting held on May 25, 2018 recommended Dividend of ₹ 0.60 per equity share (face value of ₹ 2/- each) for the financial year ended March 31, 2018, subject to approval of the statutory authorities and shareholders of the Bank in the Annual General Meeting.

The Bank has notified closure of Register of Members and Share Transfer Books from Friday, July 13, 2018 to Monday, July 16, 2018 (both days inclusive) for determining the names of Members eligible for dividend on Equity shares, if approved at the meeting.

The dividend on Equity Shares, if approved at the meeting, will be paid / dispatched from Friday, August 10, 2018 to Thursday, August 16, 2018 for those Members whose names appear on the Bank's Register of Members on Thursday, July 12, 2018. 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.

Securities and Exchange Board of India (SEBI) had notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 vide notification dated June 8, 2018. As per the SEBI notification, with effect from December 5, 2018, i.e., 180th date from the date of the aforementioned notification, transfer of shares will be permitted only if the shares are held in dematerialized form.

In this regard, shareholders holding shares in physical form are requested to dematerialize their shares in order to avail the benefit of free transferability as any request for transfer of shares after December 5, 2018 will not be permitted if the shares are held in physical mode. Physical shareholders are requested to contact the Registered office of the Bank or Registrar & Transfer Agent of the Bank: M/s SKDC Consultants Ltd., for further information in this regard.

9. CHANGE OF ADDRESS

Shareholders who are holding shares in physical form are requested to notify changes in their addresses along with PINCODE to the Registrar and Transfer Agent of the Bank whose address is given below:

M/s SKDC Consultants Ltd., (Unit: The Karur Vysya Bank Limited),

Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641006.

Tel: 0422 - 2539835, 2539836, 4958995, e-Mail: info@skdc-consultants.com; Website: www.skdc-consultants.com

CIN: U74140TZ1998PLC008301

10. UNCLAIMED DIVIDENDS

- a) In compliance with Section 124 of the Companies Act, 2013, dividend for the financial year ended March 31, 2011 which remains Unpaid or Unclaimed for a period of seven years, shall become due for transfer on August 26, 2018 to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not claimed their dividend for the above mentioned year are requested to make their claim to the Company Secretary, Investor Relations Cell, The Karur Vysya Bank Limited, Erode Road, Karur 639 002 or to Registrar & Share Transfer Agent of the Bank: M/s SKDC Consultants Ltd., (Unit: The Karur Vysya Bank Limited), Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641006 as early as possible but not later than August 25, 2018.
 - b) Intimation Letters were sent to Shareholders who have not claimed their Dividends for 2010-11 for seven consecutive years. An Advertisement was also published in Business Standard (all editions) and Dinamalar (Trichy edition) and requested the Shareholders to claim the Dividends from the Bank by August 25, 2018, failing which, their shares would be transferred to the IEPF Authority within 30 days from the 'Due Date', i.e., August 26, 2018.
 - c) The information pertaining to Unpaid or Unclaimed Dividends and the details of such Members and the Shares due for transfer to the IEPF Authority are also available on the Bank's website at www.kvb.co.in
 - d) The Bank has already transferred all Shares in respect of which Dividend had not been paid or claimed for seven consecutive years or more along with Unpaid or Unclaimed Dividend declared for the Financial Year ended March 31, 2010 and earlier periods to the Investor Education and Protection Fund. Members who have so far not claimed their Dividends for the year 2009-10 may claim their Dividend / Shares from the IEPF Authority, by submitting an application in e-Form IEPF - 5. The detailed procedure for claiming the Shares / Dividend amount which have been transferred to IEPF is available at: <http://www.iepf.gov.in/IEPFA/refund.html>
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 Registrar and Transfer Agent, 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 vide its Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Accordingly, Members holding shares in physical form are requested to submit self-attested copy of the PAN Card(s) and Aadhaar Card, unsigned copy of the cheque leaf where an active Bank account is maintained to the Bank's Registrar and Transfer Agent: M/s SKDC Consultants Ltd. Specimen of the ECS Mandate Form is attached to the Notice. Further members holding shares in electronic form are requested to submit their copy of the PAN Card(s) and Bank Details to their Depository Participants with whom they are maintaining their demat accounts.
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 permits sending of soft copies of Annual Reports to all those shareholders who have registered their e-Mail addresses with the Bank / Depository Participant unless the member has specifically requested for a hard copy of the same.

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, e-Mail 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 e-Mail address for serving notices / documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 relating to serving 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 e-Mail address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2018 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 Thursday, August 02, 2018 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. 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. 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. Members who have already exercised their right to vote by Physical Ballot / e-Voting may attend Annual General Meeting, but shall not vote at the Annual General Meeting.
21. 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 / Physical Ballot Voting may vote at the Annual General Meeting through electronic means on any or on 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 Thursday, August 02, 2018 subject to the provisions of the Banking Regulation Act, 1949 as amended and the extant RBI guidelines.
22. 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.
23. The Board of Directors has appointed M/s Solaiyappan & Associates, Practising Company Secretaries, Salem as the Scrutinizer to scrutinize the Physical Ballot Forms / e-Voting process in a fair and transparent manner.
24. 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 / Physical Ballot voting through post.
25. 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 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.
26. 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.
27. The e-Voting facility will be available during the following voting period:

Commencement of e-Voting	End of e-Voting
Saturday, August 04, 2018 (10:00 a.m. IST)	Wednesday, August 08, 2018 (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., **Thursday, August 02, 2018** 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.

28. The route map of the venue of the meeting is given in the Notice along with the QR Code.

29. e-Voting procedure is as under:

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

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

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

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

Details on Step 1 is mentioned below:

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

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

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

1. If your e-Mail ID is registered in your demat account or with the bank, your 'initial password' is communicated to you on your e-Mail ID. Trace the e-Mail sent to you from NSDL in your mailbox. Open the e-Mail and open the attachment i.e., pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number (i.e., A0****) for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
2. If your e-Mail ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details / Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to the "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

General Guidelines for shareholders:

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-Mail to solaiofficeballot@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password.



In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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, August 02, 2018**.

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, August 02, 2018**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kvb_sig@kvbmail.com or info@skdc-consultants.com.

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

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

Note to Item No.5 on Appointment of Statutory Central Auditors

The retiring Statutory Auditors M/s Abarna & Ananthan, Chartered Accountants, (Firm Registration No.000003S), Bengaluru who have been appointed by the Bank continuously for the last four years are not eligible for re-appointment in terms of the guidelines issued by the Reserve Bank of India under Section 30(1A) of the Banking Regulation Act, 1949.

Accordingly, it is proposed to appoint M/s Walker Chandio & Co. LLP, Chartered Accountants, Mumbai, (Firm Registration Number 001076N/N500013) as the new statutory auditors of the Bank at the annual remuneration / fee of ₹ 68,00,000/- (Rupees Sixty Eight Lakh only) plus out of pocket expenses and applicable GST, subject to approval of members and all concerned regulatory/ statutory authorities, for the purpose of audit of the Bank's accounts at its head office, branches and other offices.

M/s Walker Chandio & Co. LLP, Chartered Accountants, Mumbai have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules.

The Reserve Bank of India accorded their approval vide letter DBS.ARS.No. 1406/08.12.005/2017-18 dated 22nd June 2018 for the appointment of M/s Walker Chandio & Co. LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Bank for the year 2018-19. The said Auditors shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank. As per extant provisions, approval for appointment of Statutory Auditors is granted by RBI on a yearly basis.

The Board of Directors recommends the appointment of M/s Walker Chandio & Co. LLP, Chartered Accountants, Mumbai as the Bank's statutory auditors.

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

EXPLANATORY STATEMENT

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

In conformity with Section 102(1) of the Companies Act, 2013 (“**Act**”) the following explanatory statement set out the material facts relating to Item Nos 6 to 11 of the Notice.

Item No. 6

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

The Board recommends the passing of the resolution, as set out in Item No. 6 of this Notice.

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

Item Nos. 7 and 8:

Consequent to completion of tenure of office, Shri K Venkataraman (DIN: 02443410), Managing Director & Chief Executive Officer demitted office at the close of office hours on 31st August 2017. The Board of the Bank has co-opted Shri P R Seshadri (DIN: 07820690) as an Additional Director of the Bank, pursuant to provisions of Section 161 of the Companies Act, 2013 and Article 24 of the Articles of Association of the Bank. Reserve Bank of India accorded its approval in terms of Section 35B of the Banking Regulation Act, 1949 vide its letter DBR. Appt. No.1499/08.41.001/2017-18 dated 14th August 2017 for appointment of Shri P R Seshadri as Managing Director & Chief Executive Officer of the Bank for a period of three years from the date of taking charge i.e. 04th September 2017. The terms and conditions approved by Reserve Bank are furnished in the resolution part of this Notice. He was representing Majority Sector - “Banking” in the Board of the Bank.

Shri P R Seshadri appointed as an Additional Director of the Bank shall hold office upto the date of Annual General Meeting. Nomination and Remuneration Committee of the Board proposed his candidature for the office of Director of the Bank under the provisions of the Companies Act, 2013.

The Board recommends the passing of the resolution, as set out in Item Nos. 7 & 8 of this Notice.

Except Shri P R Seshadri, None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

Item No. 9

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can issue securities, including but not limited to long term bonds, non-convertible debentures (“**NCDs**”) or such other debt securities on a private placement basis, subject to the condition that the proposed offer of debt securities or invitation to subscribe to debt securities has been previously approved by the Members of the Bank, by means of a special resolution, for each of the offers or invitations. It further provides that in case of an offer or invitation for NCDs, it shall be sufficient if the company passes a special resolution only once in a year for all offer(s) or invitation(s) for issue of such NCDs on a private placement basis, during the period of one (1) year, from the date of passing of such special resolution. Keeping in view the projections of the Bank’s operations, the Bank may need to raise additional funds in one or more tranches in domestic / overseas market in the form of capital to maintain the desired capital to risk weighted assets ratio (CRAR) by issue of debt securities denominated in Indian / foreign currency including but not limited to long term bonds, non-convertible debentures, Basel III compliant Tier I and Tier II bonds or such other debt securities as may be permitted under the Reserve Bank of India (“**RBI**”) guidelines from time to time, on a private placement basis and / or for making offers and / or invitations thereof and / or issue(s) / issuances thereof, during the period of one (1) year, from the date of passing of the special resolution.

Considering the above, the Board of Directors of the Bank at its meeting held on 25th June 2018 has proposed to obtain the consent of the Members of the Bank for borrowing / raising funds in Indian / foreign currency by issue of debt securities including, but not limited to, long term bonds, non-convertible debentures, Basel III compliant Tier I and Tier II or such other debt securities as may be permitted under the RBI guidelines, from time to time in domestic / overseas market, in one (1) or more tranches as per the structure and within the limits permitted by the RBI and other regulatory authorities to eligible investors of an amount not exceeding ₹ 1,200 Crores, on a private placement basis, during a period of one (1) year from the date of passing of the special resolution. The said debt securities would be issued by the Bank in accordance with the applicable statutory guidelines, for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions, rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the domestic / overseas market, investor appetite for such instruments etc., as would be approved by the Board or Committee of the Board. This would form part of the overall borrowing limits of the Bank.

The Board recommends the passing of the resolution, as set out in Item No. 9 of this Notice.

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

Item No. 10

Shri R Ramkumar (DIN: 00275622) was co-opted as an Additional Director of the Bank in the Board Meeting held on 25th June 2018 under the provisions of Section 161 of the Companies Act, 2013 and Article 27 of the Articles of Association of the Bank. He holds office upto the date of Annual General Meeting. Nomination and Remuneration Committee of the Board proposed his candidature for the office of Director of the Bank under the provisions of the Companies Act, 2013.

The Board recommends the passing of the resolution, as set out in Item No. 10 of this Notice.

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

Item No. 11

The present authorized share capital is ₹ 200 Crores out of which share capital of ₹ 145.33 Crores is paid up. The Board of Directors at its meeting held on June 25, 2018 recommended an issue of Bonus Shares in the proportion of one (1) new Equity Share of nominal value of ₹ 2 each for every ten (10) existing Equity Share of nominal value of ₹ 2 each held by the Members on the Record Date, by capitalizing a part of the Securities Premium account. Pursuant to the provisions of Section 63 and other applicable provisions of the Act, issue of Bonus Shares by capitalisation of reserves shall be authorised by Articles of Association of the Company and requires approval of the Shareholders. Article 16 of the Articles of Association of the Bank permits capitalisation of any part of the amounts standing to the credit of Bank's reserve accounts.

The Securities Premium amount is ₹ 2,079.88 Crores as per the audited financial statements as at 31st March 2018. To capitalize a portion of Securities Premium, your Board recommended issue of Bonus shares in proportion of one (1) share for every ten (10) existing equity shares held by the member on the Record Date by capitalizing a sum of ₹ 14.54 Crores approximately from such reserve as per audited accounts of the Bank for the financial year ended 31st March, 2018 and the same is proposed to be applied in full at par by issuing 7,27,26,149 equity shares of ₹ 2/- each.

The proposed issue of bonus shares will be made in line with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such other approvals, if required, from the statutory or regulatory authorities. The bonus issue of equity shares would, inter alia, require appropriate adjustments (as per SEBI guidelines) with respect to all the granted options as on the record date under the existing Employee Stock Option Schemes.

The Board recommends the passing of the resolution, as set out in Item No. 11 of this Notice.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution except they may be deemed to be concerned or interested in the resolution to the extent of their shareholding / stock options in the Bank.

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

Item No. 3

Brief Resume:

Shri M K Venkatesan (DIN: 00032235), aged 61 years, is an Economics graduate. He is one of the promoters of the Bank. He was co-opted as an Additional Director of the Bank on December 09, 2014 and was elected as a Director at the 96th AGM held on 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 Non-Independent Director of the Bank. He is engaged in 'Mundy' Business (dealing in agricultural commodities including seed processing).

Nature of his experience in specific functional areas	Business - MSME
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	7,02,187 Equity Shares
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

Item No. 4

Brief Resume:

Shri M V Srinivasamoorthi (DIN: 00694618), aged 54 years, is a graduate in Chemistry. He hails from promoter's family. He was co-opted as an Additional Director of the Bank on August 27, 2015 and was elected as a Director of the Bank in 97th AGM held on July 21, 2016. He is a Non-Executive Non-Independent Director of the Bank. He is running a manufacturing (MSME) textile unit and exporting readymade garments and home textiles for the past 20 years.

Nature of his experience in specific functional areas	Business - MSME
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	1,94,880 Equity Shares
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

Item Nos. 7 and 8

Brief Resume:

Shri P R Seshadri (DIN: 07820690), aged 54 years, is a graduate in Engineering, (with distinction) from University of Delhi and Post Graduate Diploma in Management, Indian Institute of Management, Bangalore. He has over 25 years of rich experience in areas of Commercial and Retail Banking spanning multiple geographies. Having started his banking career with Citibank N.A., India in early 1992, he was involved with Citibank India in various capacities, including Managing Director of Citi Financial Consumer Finance Limited., and Citi Financial Retail Services India Limited., till 2005. He moved to Singapore in 2005 as the Managing Director & Regional Head of Lending Businesses, Asia Pacific and subsequently served as the Managing Director & Head of Sales & Distribution, Citibank, Asia Pacific. He was Chief Executive Officer of BFC Bank Limited., London.

Nature of his experience in specific functional areas	Retail & Commercial Banking / International Payments
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	2,600 Equity Shares
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

Item No.10
Brief Resume:

Shri R Ramkumar (DIN: 00275622), aged 36 years, graduated with Bachelor of Arts in Corporate Secretaryship (B.C.S..) from Loyola Collage, Chennai and completed Master of Business Administration in Human Resources. He has rich experience in business of textiles and export of home textiles. He widely travelled overseas on his export business and had more than 12 years of experience in the textiles business and also has business interest in certain finance firms. He hails from the promoter's family. He was co-opted as an Additional Director of the Bank on June 25, 2018. He is a Non-Executive Non Independent Director of the Bank.

Nature of his experience in specific functional areas	Business and Finance
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	7,92,205 Equity Shares
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

Place: Karur
Date: 25.06.2018

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

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

PHYSICAL BALLOT FORM

1.	Name of 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 99th AGM Notice 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 (FOR)	I dissent to the resolution (AGAINST)
1	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon	Ordinary			
2	Declaration of Dividend on equity shares	Ordinary			
3	Appointment of Director in the place of Shri M K Venkatesan (DIN: 00032235), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary			
4	Appointment of Director in the place of Shri M V Srinivasamoorthi (DIN: 00694618), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary			
5	Appointment of M/s Walker Chandiok Co. LLP, Chartered Accountants, Mumbai, (Registration No. 001076N/N500013) as the Statutory Auditors of the Bank and fixation of remuneration thereof	Ordinary			
6	Appointment of Branch Auditors of the Bank and fixing their remuneration	Ordinary			
7	Appointment of Shri P R Seshadri (DIN: 07820690) as a Director of the Bank	Ordinary			
8	Approval for appointment of Shri P R Seshadri (DIN: 07820690) as a Managing Director and Chief Executive Officer of the Bank	Ordinary			
9	Approval for the raising funds by issuing of debt instruments upto ₹ 1,200 Crores on private placement basis	Special			
10	Appointment of Shri R Ramkumar (DIN: 00275622) as a Non-Executive Non-Independent Director of the Bank	Ordinary			
11	Issue of Bonus Shares in proportion of 1:10 i.e., one (1) equity share of ₹ 2/- each for every ten (10) fully paid-up equity shares of ₹ 2/- each	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 August 08, 2018.**



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 99th 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 Mr. CS S Solaiyappan, Scrutinizer, C/o SKDC 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 Member(s). 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 August 08, 2018**. 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, August 02, 2018**, 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.**

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. e-Mail: kvbshares@kvbmail.com; Website: www.kvb.co.in Tel No: 04324-269441; 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	Failing him/her
	Address	
	e-Mail ID	
	Signature	
2	Name	Failing him/her
	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 99th Annual General Meeting of the bank, to be held on the 09th day of August, 2018 at 10.00 a.m. at the Registered office, Erode Road, Karur – 639 002 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, 2018 and the reports of the Board of Directors and Auditors thereon		
2	Declaration of Dividend on equity shares		
3	Appointment of Director in the place of Shri M K Venkatesan (DIN: 00032235), who retires by rotation and being eligible, offers himself for re-appointment		
4	Appointment of Director in the place of Shri M V Srinivasamoorthi (DIN: 00694618), who retires by rotation and being eligible, offers himself for re-appointment		
5	Appointment of M/s Walker Chandiook Co. LLP, Chartered Accountants, Mumbai, (Registration No. 001076N/N500013) as the Statutory Auditors of the Bank and fixation of remuneration thereof		
6	Appointment of Branch Auditors of the Bank and fixing their remuneration		



Item No	Resolution	Optional *	
		FOR	AGAINST
7	Appointment of Shri P R Seshadri (DIN: 07820690) as a Director of the Bank		
8	Approval for appointment of Shri P R Seshadri (DIN: 07820690) as a Managing Director and Chief Executive Officer of the Bank		
9	Approval for the raising funds by issuing of debt instruments upto ₹ 1,200 Crores on private placement basis		
10	Appointment of Shri R Ramkumar (DIN: 00275622) as a Non-Executive Non-Independent Director of the Bank		
11	Issue of Bonus Shares in proportion of 1:10 i.e. one (1) equity share of ₹ 2/- each for every ten (10) fully paid-up equity shares of ₹ 2/- each		

* 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 _____ 2018

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 Tuesday, August 07, 2018).
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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 99th Annual General Meeting.
4. 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.
5. Please complete all details including details of member(s) in above box before submission.



Karur Vysya Bank

Smart way to bank

ECS MANDATE FORM

To

M/s. S.K.D.C. Consultants Limited

(Unit : The Karur Vysya Bank Ltd.)

Kanapthy Towers, 1391/A, 3rd Floor,

Sathy Road, Ganapathy, Coimbatore - 641 006

Tel : 0422 - 4958995, 2539835-36

Fax: 0422 - 2539837

e-Mail : info@skdc-consultants.com

Dear Sir,

I hereby consent to have the amount of Dividend on my equity shares credited through the National Automated Clearing House (NACH) The particulars are.

1. Name of the first shareholder (in Block Letters) :
2. Folio Number :
3. No. of Share(s) held :
4. Name of the Bank :
5. Branch Name and Address :

Please Tick relevant box

SAVINGS	CURRENT	OTHERS
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6. Account Type :

7. Bank Account No. :

(As appearing in the cheque book)

8. Nine Digit MICR code number of the Bank and Branch appearing on the Cheque issued by the Bank (Attach a Xerox copy of a cheque/cancelled blank cheque) :

9. IFSC (Indian Financial System Code) :

10. e-Mail ID (if available) :

11. Contact Number :

DECLARATION

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I will not hold the Company responsible.

Date :

Signature of the first holder

01 For Shares held in Physical Mode: Please complete this form and send to M/s. S.K.D.C. Consultants Limited.

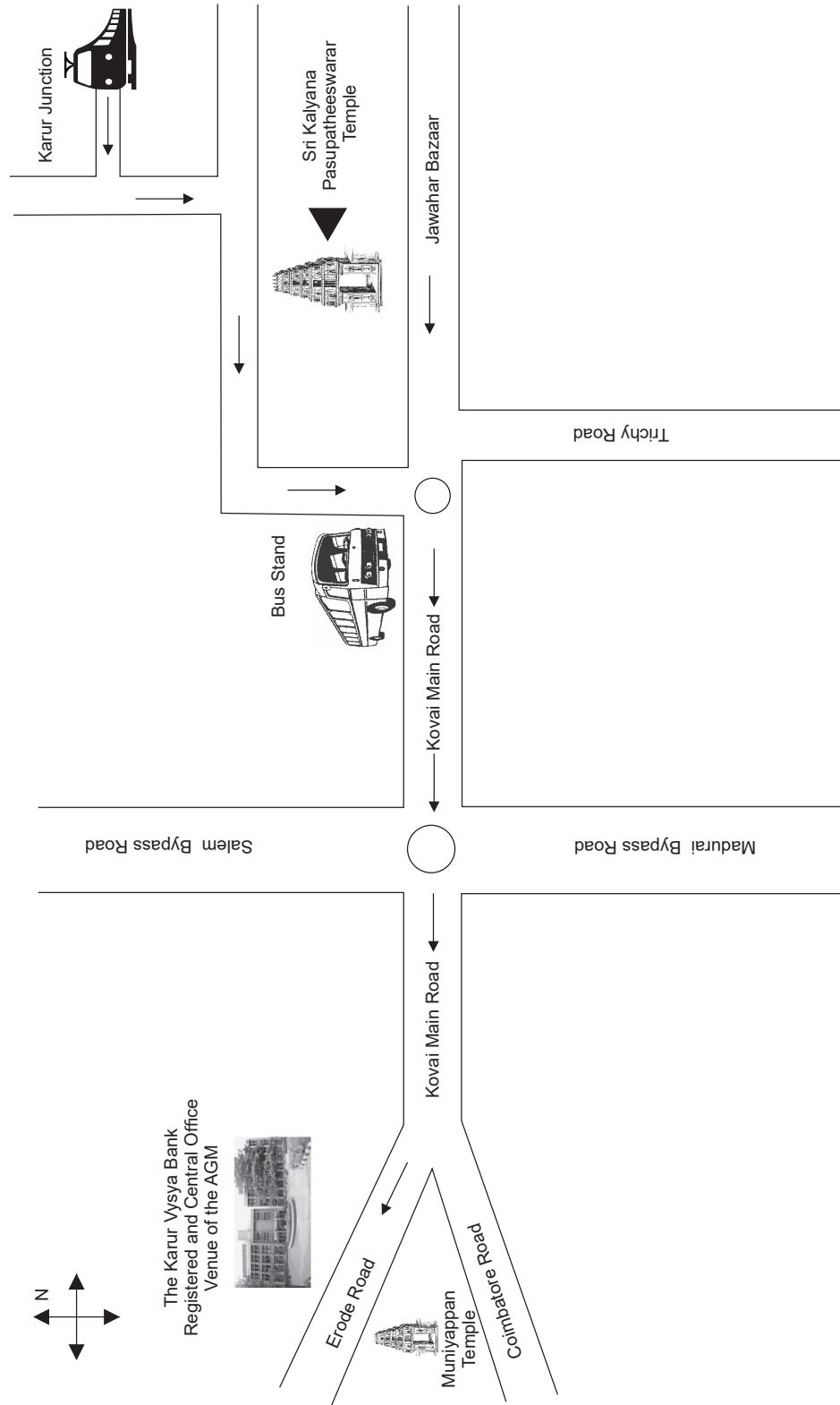
02 Shareholders holding shares in Demat Mode should register their ECS particulars with their Depository Participants (DPs) directly.

03 Please attach a photocopy of cheque / blank cancelled cheque issued by your Bank relating to your above account for verifying the accuracy of the code number





Map Showing Location of the Venue of the 99th Annual General Meeting of the Karur Vysya Bank Limited



To view the route map in your smartphone / tabs, please scan this QR Code with your camera-enabled smartphone / tabs. If you do not have a QR Code scanner, you may download the same from your app store.

