

IRC: F48:101:246:2022

12.07.2022

The Manager,
National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor,
Plot No. C/1, 'G' Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051

The Manager,
Bombay Stock Exchange limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Scrip Code: KARURVYSYA

Scrip Code: 590003

Dear Sir,

Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of the 103rd Annual General Meeting of the Bank

In continuation to our earlier intimation dated July 05, 2022, we have enclosed a copy of the Notice for the 103rd Annual General Meeting of the Bank, to be held on Wednesday, 03rd August 2022 at 11:00 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), in compliance with the extant guidelines issued by Ministry of Corporate Affairs (MCA) & Securities Exchange Board of India (SEBI).

A copy of the same is also uploaded on the website of the Bank at <https://www.kvb.co.in/investor-corner/annual-general-meeting/>

Kindly take the same on record.



Srinivasarao M
Company Secretary &
Deputy General Manager

Encl: as above



NOTICE OF THE 103rd ANNUAL GENERAL MEETING

THE KARUR VYSYA BANK LIMITED

Registered & Central Office, No. 20, Erode Road, Vadivel Nagar, L.N.S., Karur 639002
[CIN No: L65110TN1916PLC001295] [e-Mail:kvb_sig@kvbmail.com]
[Website: www.kvb.co.in] [Tel No: 04324-269440-43] [Fax No: 04324-225700]

IMPORTANT DATES

Event	Particulars
Book closure period (both days inclusive)	From: Thursday, July 21, 2022 To: Wednesday, August 03, 2022
Commencement of e-voting	Friday, July 29, 2022 (10.00 A.M. IST)
End of e-voting	Tuesday, August 02, 2022 (5.00 P.M. IST)
Date and time of AGM	Wednesday, August 03, 2022 @ 11:00 A.M. IST through VC/OAVM

Notice

Notice is hereby given that the One Hundred and Third (103rd) Annual General Meeting (**AGM**) of the Members of The Karur Vysya Bank Limited (**'the Bank'**) will be held on **Wednesday, August 03, 2022** at **11:00 A.M. IST** through **Video Conferencing/ Other Audio Visual Means ('VC/OAVM')** in accordance with the relevant circulars issued by Ministry of Corporate Affairs and SEBI to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended March 31, 2022 and Reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Section 29 and other applicable provisions, if any, 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 and guidelines issued by the Reserve Bank of India ('RBI') in this regard, from time to time, the audited financial statements of the Bank for the financial year ended March 31, 2022 including the Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow for the financial year ended March 31, 2022 and the report of the Auditors and the Board of Directors thereon, as circulated to the Members and laid before the Meeting, be and are hereby received, considered and adopted.

2. To declare dividend of ₹1.60/- per equity share of the Bank for the FY 2021-22.

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

"RESOLVED THAT pursuant to the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013 and Section 15 and other applicable provisions, if any, of the Banking Regulation Act, 1949 and other applicable circulars, guidelines issued by the Reserve Bank of India, in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) a dividend at the rate of ₹ 1.60 (One rupee Sixty paise) per equity share having face value of ₹ 2 (two) each fully paid-up (i.e. 80%), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the profits of the Bank for the financial year ended March 31, 2022."

3. To appoint a director in the place of Shri R Ramkumar (DIN: 00275622), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and 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 and guidelines issued by the Reserve Bank of India, from time to time and the provisions of the Articles of Association of the Bank, Shri R Ramkumar (DIN: 00275622), Non- Executive Non-Independent director who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as Non- Executive Non-Independent Director of the Bank, liable to retire by rotation."

4. To re-appoint M/s R G N Price & Co., Chartered Accountants, Chennai (Firm Registration No. 002785S) together with M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) as Joint Statutory Central Auditors of the Bank and fix their remuneration.

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

"RESOLVED THAT, pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the provisions of Section 30 of the Banking Regulation Act, 1949 and guidelines issued by Reserve Bank of India for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) including any amendment, modification, variation or re-enactment thereof for the time being in force, M/s R G N Price & Co., Chartered Accountants, Chennai (Firm Registration No. 002785S) together with M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) be and are hereby reappointed as Joint Statutory Central Auditors of the Bank to hold office for FY 2022-23, subject to the approval of Reserve Bank of India from the conclusion of this Annual General

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Meeting to conclusion of the 104th Annual general meeting of the bank on such terms and conditions, including an overall annual remuneration/fees of ₹ 1,10,00,000 (Rupees One Crore Ten Lakh only) plus out of pocket expenses not exceeding 10% of the fees and applicable taxes with the power to the Board including Audit Committee thereof to alter and vary the terms and conditions of appointment, the remuneration, etc., including by reason of necessity on account of conditions as may be stipulated by Reserve Bank of India and /or any other statutory authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Central Auditors”.

SPECIAL BUSINESS

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

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

“RESOLVED THAT pursuant to 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 as amended from time to time, 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 Joint Statutory Central Auditors, be and is hereby authorised to appoint the Branch Auditors for the FY 2022-23, who are qualified to act as Auditors including Joint Statutory Central Auditors and to fix their remuneration and out of pocket expenses, based on the recommendations of the Audit Committee of the Board”.

6. To appoint Dr Meena Hemchandra (DIN: 05337181) as Non-Executive Independent Director.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Section 10A and other applicable provisions of the Banking Regulation Act, 1949, and Regulation 16(1)(b) and 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, and the provisions of the Articles of Association of the Bank, Dr Meena Hemchandra (DIN: 05337181), be and is hereby appointed as ‘Non- Executive Independent Director’ of the Bank for a period of three (3) years with effect from May 26, 2022, not liable to retire by rotation.”

7. To take on record the recommendation of Board on Dr Meena Hemchandra’s (DIN: 05337181) candidature as a Non-Executive Independent (Part-time) Chairperson of the Bank to Reserve Bank of India and to approve her remuneration.

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to the approval of Reserve Bank of India in terms of Section 10B(1A)(i) and other applicable provisions of the Banking Regulation Act, 1949 and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, and the provisions of the Articles of Association of the Bank, consent of the Members of the Bank be and is hereby accorded to take on record the recommendation of Board with respect to candidature of Dr Meena Hemchandra (DIN: 05337181) as Non-Executive Independent (Part-time) Chairperson of the Bank, to Reserve Bank of India for their approval for a period of three (3) years with effect from the date specified by the Reserve Bank of India and to approve the following terms and conditions of remuneration & other perquisites.”

Sl No.	Particulars	Proposed
01	Remuneration/ Honorarium	Consolidated Pay of ₹ 18 Lakhs Per annum (₹1.50 lakh per month)
Perquisites		
02	Use of Bank's Car	Free use of Banks car for officials purpose
03	Telephone	Residential phone with Mobile
04	Travelling and halting allowances	As applicable to Bank's other directors as per RBI Circular No.BC.54/08.95.004/98 dated June 10, 1998.
05	Insurance Cover	Insurance cover for journey by Air/Road/Rail for official purposes as applicable to other Directors of the Bank from time to time.
06	Sitting fees for attending Board/ Committee meetings	As applicable to other Non-Executive Directors of the Bank.

8. To approve the variable pay remuneration of Managing Director and Chief Executive Officer of the Bank Shri B Ramesh Babu (DIN: 006900325) for the FY 2020-21.

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

“RESOLVED THAT pursuant to the approval accorded by 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 extant guidelines of Reserve Bank of India and compensation Policy of the Bank 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 variable pay of ₹ 67 lakhs (Rupees Sixty Seven Lakhs only) in the ratio of ₹ 33 lakhs of cash and ₹ 34 lakhs of non-cash component to Shri B Ramesh Babu, Managing Director & CEO of the Bank for the FY 2020-21.

9. Payment of compensation to the Non-Executive Directors (except the Non-Executive (Part-time) Chairperson).

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

“RESOLVED THAT pursuant to Sections 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the relevant Rules made thereunder (the “Act”), Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), and the applicable provisions, if any, of the Banking Regulation Act, 1949, as amended, and the Notifications and Guidelines issued by the RBI in this regard from time to time, any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto for the time being in force) and the provisions of the Articles of Association of the Bank, consent of the Members of the Bank be and is hereby accorded to the payment of profit related compensation to all Non-Executive Directors [excluding the Non-Executive (Part-time) Chairperson] of the Bank, by way of fixed remuneration of 0.1% of the profit available for distribution subject to a maximum of ₹ 10,00,000/- (Rupees ten lakhs only) to each director per annum with effect from the Financial Year 2022-2023, for a period of three (3) years, in addition to the Sitting Fees payable to them for attending the meetings of the Board or Committee(s) thereof, as may be determined by the Board, from time to time;

10. To appoint Shri Murali Ramaswami (DIN: 08659944) as Non-Executive Independent Director.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Section 10A and other applicable provisions of the Banking Regulation Act, 1949, and Regulation 16(1)(b) and 25(2A) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or

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amendment(s) thereto or re-enactment(s) thereof for the time being in force), and the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, and the provisions of the Articles of Association of the Bank, Shri Murali Ramaswami (DIN: 08659944), be and is hereby appointed as 'Non- Executive Independent Director' of the Bank for a period of three years with effect from June, 14, 2022, not liable to retire by rotation."

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

Place: Karur
Date: July 04, 2022

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

NOTES:

1. Ministry of Corporate Affairs ('MCA') vide its General Circular 02/2022 dated May 05, 2022 read with General Circulars No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 08, 2021 and No. 21/2021 dated December 14, 2021 ("MCA Circulars"), has permitted companies to hold Annual General Meeting ("AGM") through Video Conferencing or Other Audio Visual Means ("VC/OAVM"), during the calendar year 2022. In terms of MCA circulars, SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circular"), has extended the relaxation in respect of sending physical copies of annual report to shareholders and permitted the holding of the Annual General Meeting (AGM) through VC/OAVM.
2. In compliance with MCA Circulars, SEBI Circular, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and circulars issued thereon, the 103rd AGM of The Karur Vysya Bank Limited is being held through video conferencing or other audio visual means ("VC/OAVM").
3. Members can join the AGM in the VC / OAVM mode 30 minutes before the time scheduled for the AGM and will be available for 1,000 Members on first come first served basis. The Members can join the AGM in the VC/OAVM mode by following the procedure mentioned in the Notice. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee; Nomination and Remuneration Committee; and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item nos. 5 to 10 set above and the relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM are also part of this Notice.
5. **Dates of book closure**
The Register of Members and Share Transfer Books of the Bank will remain closed from **Thursday July 21, 2022 to Wednesday, August 03, 2022** (both days inclusive).
6. **Proxies**
A Member/beneficial owner entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the Bank. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars and SEBI Circular, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
7. Corporate/Institutional Members intending to authorise their representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are required to send a scanned copy of the Board Resolution authorising its representative to the Scrutiniser by email through its registered email address to byascrutiniser@gmail.com with a copy marked to evoting@nsdl.co.in. The email should be received by the Bank not less than 48 hours before the commencement of the meeting. Alternatively, same can also be uploaded by clicking on "Upload board resolution / authority letter" displayed under "e-voting" tab in their respective login.
8. The Bank has appointed National Securities Depository Limited (NSDL), to provide VC/OAVM facility for the AGM.
9. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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10. The certificate from the Secretarial Auditor of the Bank certifying that the Bank's Employees Stock Option Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed by the Members of the Bank, will be available for electronic inspection by the members at the AGM.

11. All the relevant documents referred to in this Notice requiring the approval of the Members at the meeting and Statutory Registers shall be available for electronic inspection by the Members up to the date of the meeting i.e., August 03, 2022 without any fee by the members. This Notice and the Annual Report will also be available on the Bank's website <https://www.kvb.co.in/investorcorner/annual-general-meeting/>.

12. Explanatory statement

An Explanatory Statement pursuant to Regulations 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special business to be transacted at the meeting is annexed hereto.

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

13. Dividend entitlement

The Board of Directors of the Bank in its meeting held on May 20, 2022 has recommended dividend of ₹ 1.60 per equity share on the face value of ₹ 2/- each (i.e., 80%) for the financial year ended March 31, 2022, subject to the approval of regulatory authorities, if any and shareholders of the Bank in the AGM.

The Bank has notified closure of Register of Members and Share Transfer Books from Thursday July 21, 2022 to Wednesday, August 03, 2022 (both days inclusive) for determining the names of members eligible for dividend on equity shares. The Dividend will be paid/dispatched on or after Thursday, August 04, 2022.

In respect of shares held in dematerialised form, the dividend will be paid to those Members whose name 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.

14. TDS on dividend

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

For resident shareholders:

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

b) Section 206AB of the act

Rate of TDS @10% u/s 194 of the Act is subject to provisions of section 206AB of Act (effective from July 1, 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in section 206AB, tax is required to be deducted at the highest of following rates in case of payments to specified persons:

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

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

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

- A person who has not filed the income tax return for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired; and
- The aggregate of TDS and TDS in his case is ₹ 50,000/- or more in the said previous year.

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

Category of shareholder	Tax deduction rate	Exemption applicability/ Documents required
Resident Individual & HUF	NIL	<ul style="list-style-type: none"> • If the aggregate of total dividend distributed/paid to a resident Individual shareholder by the Bank during FY 2022-23 does not exceed ₹ 5,000/- (any mode other than cash) • Where the dividend exceeds ₹5,000/- for the FY 2022-23 and the shareholder provides duly signed Form 15G (applicable to an Individual below the age of 60 years, HUF) or 15H (applicable to an Individual above the age of 60 years) along with the self-attested copy of the PAN card, provided that all the required eligibility conditions are met as per Income Tax norms. • Exemption certificate issued by the Income-tax Department, if any.
Resident Non- Individual	NIL	<ol style="list-style-type: none"> i. Insurance companies: Declaration that the provisions of Section 194 of the Act are not applicable to them along with self-attested copy of registration certificate and PAN card; ii. Mutual Funds: Declaration by Mutual Fund shareholder eligible for exemption u/s 10(23D) of the Act along with self-attested copy of registration documents and PAN card; iii. Alternative Investment Fund (AIF) established in India: Declaration that the shareholder is eligible for exemption under section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI regulations, along with copy of self-attested registration documents and PAN card . iv. Other shareholders: Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card. <p>Shareholders who have provided a valid certificate issued u/s. 197 of the Act for Lower / Nil rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration</p>

For non-resident shareholders:

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

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

- i. Self-attested copy of PAN card, if any, allotted by the Indian Income Tax Authorities;
- ii. Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident;
- iii. Self-declaration in Form 10F;
- iv. In case of Foreign Portfolio Investors (FPI), self-attested copy of the SEBI registration certificate.

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

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

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

Procedure for submission of form for availing exemption from TDS / Lower deductions:

Shareholders who are exempted from TDS / Lower deductions, if any, can submit the above mentioned documents through online by accessing the weblink at <https://www.kvb.co.in/investor-corner/tds-on-dividend/>, not later than July 22, 2022. The said weblink would prompt for valid DP ID /Folio Number along with PAN followed by submission of OTP sent to Registered Mobile Number / E-Mail ID

Further, Shareholders may also submit the above mentioned documents to Banks' RTA through green@skdc-consultants.com from their registered mail id or may forward the forms to Bank's Registered Office Address: The Karur Vysya Bank, Investor Relations Cell, Registered & Central Office, No. 20, Erode Road, Vadivel Nagar, L.N.S.. Karur – 639002, not later than July 22, 2022.

For further details please visit our website at <https://www.kvb.co.in/investor-corner/tds-on-dividend/>

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

Notes:

- 1.** Incomplete and/or unsigned forms and declaration will not be considered by the Bank. **No communication on the tax determination / deduction shall be entertained after July 22, 2022.**
- 2.** If your PAN detail is not registered, we request you to update the same with your Depository Participant (if the shares are held in dematerialised mode) or the Banks' Registrar and Share Transfer Agents (if the shares are held in physical mode), at the earliest.
- 3.** In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return by consulting your tax advisor. No claim shall lie against the Company for such taxes deducted.
- 4.** Shareholders will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in>

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

15. Updation of KYC – Physical shareholders

SEBI vide its recent Circulars SEBI/HO/MIRSD_RTAMB/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has prescribed for Common and Simplified Norms for processing investor's service request (Physical Shareholders) by RTAs and norms for furnishing PAN, KYC details & Nomination.

In terms of above circulars, it shall be mandatory for all holders of physical securities in listed entity to furnish/update PAN, Nomination, Address, Mobile Number, E-Mail Address, Bank Account details and Specimen Signature by submitting prescribed Forms viz., ISR-1, ISR-2, SH-13, etc., as the case may be. Hence, physical security holders are requested to furnish/update the above details by submitting duly filled prescribed Forms to Bank's Registrars & Share Transfer Agent ("RTA").

The folios wherein any one of the cited document / details are not available on or after April 01, 2023 shall be frozen by the RTA. The RTA shall mark the frozen folios to normal status upon receipt of all the aforesaid documents or dematerialisation of all the securities in such folios.

In this regard, Bank has also sent an individual letter to physical shareholders of the Bank requesting them to furnish PAN, KYC details and Nomination to avoid freezing of their folios. Specimen copy of letter and prescribed forms for updating KYC and Nomination is available on the Bank's website at <https://www.kvb.co.in/investor-corner/share-holder-faq/>

Shareholders who are holding shares in Demat form may contact their Depository Participant (DP) where the Demat account is maintained for furnish/update their PAN, Nomination, Address, Mobile Number, E-Mail Address, Bank Account details and Specimen Signature.

16. Dematerialisation of shares

Bank's Equity shares are available in both Demat and Physical form. The shares which are in Demat can be tradable and transferable through the Depository system - National Securities Depository Limited ('NSDL') and Central Depository Service (India) Limited ('CDSL'). Pursuant to Regulation 40 of the SEBI LODR, with effect from April 01, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. In this regard, shareholders holding shares in physical form are requested to dematerialise their shares in order to avail the better liquidity.

Further, SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, advised that listed companies shall henceforth issue the securities in dematerialised form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/ folios; vii. Transmission; viii. Transposition. Accordingly, the members/claimant are required to make a request for such services by submitting a duly filled Form ISR – 4, the format of which is available on the Bank's website at <https://www.kvb.co.in/investor-corner/share-holder-faq/>

Notice

17. Address of RTA

Shareholders who are holding shares in physical form may contact RTA for furnish/update the PAN, Nomination, Address, Mobile Number, E-Mail Address, Bank Account details and Specimen Signature in their folio or any queries relating to their shares. The address of the RTA is given below:

S.K.D.C. Consultants Limited,
(a Wholly owned subsidiary of Link Intime India Pvt. Ltd),
(Unit: Karur Vysya Bank)
"Surya", 35, Mayflower Avenue, Behind Senthil Nagar,
Sowripalayam Road, Coimbatore - 641028
Tel: +91 422 - 2539835, 2539836, 4958995
e-Mail: info@skdc-consultants.com
Website: www.skdc-consultants.com
CIN: U74140MH1998PLC366529

18. Unclaimed dividends

Members are requested to note that dividend/s if not encashed for a period of 7 years, from the date of such transfer to the unclaimed dividend account of the Bank, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Shares pertaining to any shareholder in respect of which dividend/s have not been encashed for the last 7 consecutive years are also liable to be transferred to the IEPF Authority. The Folio No./Demat Account No. wise unpaid dividend as of March 31, 2022 is available on Bank's website at <https://www.kvb.co.in/investor-corner/>.

In view of the above, Members are requested to encash their dividend/s, within the stipulated timeline. The shareholders whose shares/dividend transferred to IEPF can claim the same from IEPF Authority by submitting an online Form IEPF - 5 available on the website <https://www.iepf.gov.in/>. For more details, please refer to Corporate Governance Report of Annual Report.

19. In order to receive the dividend without loss of time and prevent fraudulent encashment of dividend warrants, Members are requested to furnish/update their Bank account details as per the Core Banking Solution (CBS), including 9 digit MICR Code, 11 digit IFSC and Bank details with their Depository Participants/RTA. This will enable us to make the dividends directly to their Bank account through National Automated Clearing House (NACH)/Direct Credit mode. Bank will issue dividend warrant/s to the shareholders whose Bank account details are not updated properly and dividend are returned/rejected in NACH/Direct Credit mode.
20. Members described as "Minors" in the address but who have attained majority of age, may get their status updated in Register of Members by producing proof of age.
21. Members holding shares in single name and physical form may avail facility for making nominations in respect of the shares held by them by submitting prescribed Forms to RTA. All rights in respect of the shares shall vest in the nominee in the event of the death of the shareholder. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, kartas of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney. Members who are holding shares in Demat form may contact their Depository Participant (DP) for furnish/update the Nomination.

22. Despatch of AGM Notice and annual report through electronic mode

In compliance with the MCA Circular and SEBI Circular, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/Registrar and Share Transfer Agent/Depository Participants (DP) and as per the data downloaded from the Depository Participant(s) as on July 08, 2022.

Members may note that the Notice and Annual Report 2021-22 will also be available on the Bank's website <https://www.kvb.co.in/investorcorner/annual-general-meeting/>, Stock Exchange's website i.e. National Stock Exchange of India Limited at <https://www.nseindia.com/>, and NSDL's website <https://www.evoting.nsdl.com>.

Members who have not registered their e-mail addresses so far are requested to register their E-Mail address with Depository Participants/RTA so that they can receive the Annual Report and other communications from the Bank electronically.

23. Queries at the AGM

Shareholders who would like to ask questions during the AGM with regard to the financial statements and on agenda items placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Bank's email address at kvbagspeakers@kvbmail.com from Wednesday, July 27, 2022 till Saturday, July 30, 2022.

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

Shareholders are hereby requested to ensure the availability of good internet connectivity, proper functioning of their devices and familiarize themselves with the virtual format of Annual General Meeting, in order to have a smooth interaction at the Annual General Meeting. Bank has put in place all reasonable precautions at its end to avoid any technical lag/glitches during the meeting and nevertheless the virtual meetings rely on strong internet connectivity. The Bank shall not be held responsible for any connectivity/technical issues at the speaker shareholders end during the Annual General Meeting.

Further, Shareholders can submit their queries relating to the Accounts, Directors' Report and on agenda items placed at the 103rd AGM, from their registered email address, mentioning their name, DP ID and Client ID /folio number and mobile number, to Bank's email address at kvbagspeakers@kvbmail.com from Wednesday, July 27, 2022 till Saturday, July 30, 2022. The same will be answered during the meeting.

24. Voting through electronic means

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Bank is pleased to provide Members the facility to exercise their right to vote by electronic means. The Bank has appointed NSDL for facilitating voting through electronic means, as the authorised agency.
- b. The voting rights of the Members shall be in proportion to their shares of the paid up Equity Share Capital of the Bank as on the 'cut-off' date being Wednesday, July 27, 2022 subject to the provisions of the Banking Regulation Act, 1949 as amended and the extant RBI guidelines. Details of the process and manner of Remote e-Voting along with the User Id and Password is furnished separately in the Notice.
- c. Members who have already exercised their right to vote by e-Voting may attend Annual General Meeting through VC or OAVM, but shall not vote at the Annual General Meeting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- d. The Board of Directors has appointed Shri R K Bapula (FCS No. 5893 CP No. 3842), M/s Bapula Yasar & Associates as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner.
- e. The Scrutiniser shall after the conclusion of voting at the AGM, will collate the votes downloaded from the e-Voting system and the votes cast at the AGM through e-voting for all resolutions set forth in the Notice convening the AGM. On completion of the Scrutiny, the Scrutiniser will submit his report to the Chairperson, who shall counter sign the same and declare the results of the voting. The Results of the resolutions stated in the Notice shall be declared within two working days from the conclusion of AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- f. The results declared along with the report of the Scrutiniser shall be made available on the website of the Bank www.kvb.co.in and on the website of NSDL immediately after the declaration of results by the Chairperson. The results shall also be immediately forwarded to the Stock Exchange where the Bank's shares are listed.
- g. The e-Voting facility will be available during the following period:

Commencement of e-Voting :	Friday, July 29, 2022 (10.00 a.m. IST)
End of e-Voting:	Tuesday, August 02, 2022 (5.00 p.m. IST)

During this period, Members of the Bank, holding shares either in physical form or in dematerialised form, as on the cut-off date viz., Wednesday, July 27, 2022 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.

Notice

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

26. **E-voting procedure is as under:**

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





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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided with links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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

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

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL.

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***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 company For example if folio number is A001** and EVEN is 101456 then user ID is 101456A001**

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

Notice

- c. How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email received from NSDL in your mailbox. In the said email, open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join general meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to byascrutiniser@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to green@skdc-consultants.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to kvb_sig@kvbmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions to members for e-Voting on the day of the AGM are as under:-

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

Notice

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date of Wednesday, July 27, 2022. Any person, who acquires shares of the Bank and become member of the Bank after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, July 27, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kvb_sig@kvbmail.com or green@skdc-consultants.com.

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

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

EXPLANATORY STATEMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No. 4 – Re-appointment of joint statutory central auditors

M/s R G N Price & Co., Chartered Accountants, Chennai (Firm Registration No. 002785S) together with M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) were appointed as Joint Statutory Central Auditors (JSCA) of the Bank for FY 2021-22 from the conclusion of the 102nd Annual General Meeting (AGM) to conclusion of 103rd Annual General Meeting of the Bank.

Pursuant to the Guidelines on Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ('RBI Guidelines'), Banks may appoint the SCAs/SAs for a continuous period of three years. Since the Joint Statutory Central Auditors of the Bank completed their term of one year for FY 2021-22. The Board of directors of the Bank recommends the re-appointment of M/s R G N Price & Co., Chartered Accountants, Chennai (Firm Registration No. 002785S) together with M/s Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S) as Joint Statutory Central Auditors of the Bank from the conclusion of this Annual General Meeting to conclusion of 104th Annual General Meeting of the Bank subject to the approval of Reserve Bank of India.

The terms of appointment and conditions including an overall remuneration of ₹ 1,10,00,000 (Rupees One Crore Ten Lakh only) for FY 2022-23 to be allocated by the Bank between the two Joint Statutory Central Auditors depending upon their respective scope of work as may be mutually agreed between the Bank and Joint Statutory Central Auditors plus out of pocket expenses not exceeding 10% of the fees and applicable taxes.

The increase is justified considering enlargement in the scope of their work emanating from various circulars/ notifications issued by Reserve Bank of India and Securities and Exchange Board of India, with increase in number of certificates to be issued, coupled with increase in volume of work & man hours involved and no increase in audit fees in the last two years. Considering additional efforts taken by JSCA and taking into account the profile, experience and specialization in audit of Banking and Financial Services Sector by the JSCA, Audit Committee and the Board of Directors of the Bank have recommended for considering enhancement in Audit fees, subject to approval of the shareholders of the Bank.

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

Brief profile of Joint central statutory auditors:

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

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

Notice

The Joint Statutory Central Auditors of the Bank for the Financial year 2021-22 have audited 22 branches/offices (including Central Office), as a part of annual audit, to cover 50% of the assets. Remuneration paid to them for Annual Audit and Quarterly Financial Review for the year 2021-22 is as under:

Particulars	Amount (₹ in Lakh)
Fee for year-end audit including quarterly limited review and issue of statutory certificates*	75
Reimbursement of out of pocket expenses incurred for review / audit of branches / offices during the year	7.29
Total	82.29

Note:

*22 branches including Treasury Branch and Expense Management Cell audited by Statutory Central Auditors.

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

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

EXPLANATORY STATEMENT

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

In conformity with Section 102(1) of the Companies Act, 2013 (“Act”) the following explanatory statement set out the material facts relating to Item Nos. 5 to 10 of the Notice.

Item No. 05

In terms of the provisions of the Companies Act, 2013 (“Act”) and the Rules, if any, made thereunder, and the applicable provisions of the Banking Regulation Act, 1949, and the rules, circulars and guidelines issued by the Reserve Bank of India, if any, 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 for the FY 2022-23 and conditions as the Board deems fit based on the recommendations of the Audit Committee of the Board.

Your Directors therefore, recommend passing of the resolution, as set out in Resolution No. 5 of this Notice.

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

Item No. 06 and 07

Dr Meena Hemchandra (DIN: 05337181) was co-opted as an Additional (Independent) Director of the Bank in the Board Meeting held on May 26, 2022 under the provisions of Section 161 of the Companies Act, 2013 (the Act) and Article 27 of the Articles of Association of the Bank. She holds office up to the date of this Annual General Meeting. Nomination and Remuneration Committee (NRC) of the Board proposed her candidature for the office of Director of the Bank under the provisions of the Companies Act, 2013. Dr Meena Hemchandra is a career central banker with over 35 years of experience in various departments of Reserve Bank of India.

Dr Meena Hemchandra has furnished the consent for appointment and declarations as required under the Act, Rules made thereunder. The NRC at its meeting held on May 26, 2022 made the due diligence of declaration and undertaking and scrutinised the profile submitted by Dr Meena Hemchandra and having found her to be ‘fit and proper’ in terms of criteria prescribed by the Reserve Bank of India for Directors of banks, recommended her appointment to the Board of Directors. Based on the declaration received from her that she meets the criteria of independence as prescribed under Section 149(7) read with Section 149(6) of the Companies Act, 2013 and Regulation 25(8) read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the Board is of the opinion that she fulfils the conditions for appointment as an Independent Director of the Bank and is independent of the management. Further your Directors, recommend the appointment of Dr Meena Hemchandra as Non- Executive Independent Director of the Bank for a period of three years with effect from 26th May 2022, not liable to retire by rotation.

Consequent to completion of tenure, Shri N S Srinath, Non-Executive Independent (Part-time) Chairman, demitted office at the close of office hours on May 26, 2022. The Board of Directors of the Bank, on recommendation of the Nomination and Remuneration Committee, had recommended the candidature of Dr Meena Hemchandra as Non-Executive Independent (Part-time) Chairperson of the Bank to Reserve Bank of India along with the terms of appointment and remuneration as set out in the resolution. Accordingly, Board requests shareholders to take on record the recommendation to the RBI and approve the terms of remuneration.

Brief profile:

Dr Meena Hemchandra, aged 64, holds Bachelor of Arts (Economics), Master of Arts (Economics), Ph.D in Economics, (Thesis- ‘An Early Warning Framework for Financial Stress’). Her executive education includes EDP on Advanced Risk Management from Wharton (USA), CFA (Chartered Financial Analyst) (India), CAIIB. Diploma in C++ Programming from CMC, and 1-year PG programme (online) in Data Science and Business Analytics (University of Texas-Austin/Great Lakes Institute-Delhi).

Dr Meena Hemchandra is a career central banker with over 35 years of experience in various departments of Reserve Bank of India. She was Executive Director of Reserve Bank of India in-charge of Supervision of Banks, Non-Banking Finance Companies and Cooperative Banks from June 2015 till her superannuation in November 2017. Her earlier experience includes treasury management, having headed the Department of External Investment and Operations (a department that manages the country’s forex reserves) between 2005 and 2011. She also has expertise in foreign exchange regulations having worked in the Foreign

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Exchange Department at various points in her career. She has in-depth understanding of corporate governance and corporate balance sheets having worked in departments relating to large corporate finance, supervision over banks and from her long board tenures. Her Board experience of over nine years includes Reserve Bank of India nominee directorship on the Boards of Union Bank of India, Canara Bank and ECGC. She also held directorial positions with Suryoday Small Finance Bank Limited and CFM ARC Private Limited post retirement. Presently she is an independent director on the Board of Clearing Corporation of India Limited.

She has strong skills in IT governance having established the 'Standing Committee on Cyber Security in Banks' in RBI and being its first Chairperson. She oversaw the framing of RBI guidelines on cyber security in June 2016. She had also been the Principal of the Reserve Bank's College of Agricultural Banking organising training courses in Agriculture and Rural Credit, Co-operative Banking, Financial Inclusion, Financial Literacy etc. She advises on banking sector regulation, financial matters and cyber-security/IT governance in Banks.

The Board of Directors of the Bank are of the opinion that Dr Meena Hemchandra is a person of integrity and has vast experience and expertise in the Banking Sector for her to be appointed as a Non-Executive Independent (Part-time) Chairperson of the Bank.

Your Directors, therefore, recommend passing of the resolutions, as set out in Resolution No. 6 & 7 of this Notice.

None of the Directors or Key Managerial Personnel of the Bank and their relatives other than Dr Meena Hemchandra and her relatives are concerned or interested in the passing of this resolution.

Item No. 08

RBI vide its e-mail dated July 20, 2020 has accorded their approval for the appointment of Shri B Ramesh Babu, as Managing Director and Chief Executive Officer of the Bank on the terms and conditions recommended by the Bank for a period of three years from the date of his taking charge.

Adverting to the approval of RBI, Board has co-opted Shri B Ramesh Babu as additional director and appointed him as Managing Director & CEO of the Bank as per the terms and conditions approved by the Reserve Bank of India in their meeting held on July 20, 2020 subject to the approval of shareholders of the Bank. Shri B Ramesh babu had taken charge as Managing Director & CEO on July 29, 2020. Shareholders of the Bank approved the appointment along with the terms and conditions of remuneration consisting both fixed pay and variable pay with a mix of cash and non-cash component in the ratio of 18% and 82% respectively in the 101st Annual general meeting of the Bank held on September 23, 2020.

For the FY 2020-21, NRC in its meeting held on July 23, 2021 has carried out the extensive assessment of performance of the Managing Director & CEO Shri B Ramesh Babu on the basis of the qualitative and quantitative parameters fixed by Nomination and Remuneration Committee (NRC), and recommended 90% of his fixed pay adjusted to the 08 months period of his service in FY 20-21 as variable pay compensation with a mix of cash and non-cash component in the ratio of 18% and 82% to the Board for approval to seek the consent of Reserve Bank of India.

Board in its meeting held on August 04, 2021 approved variable pay compensation with a mix of cash and non-cash component as recommended by Nomination and Remuneration Committee to Managing Director & CEO Shri B Ramesh Babu for FY 20-21 subject to the approval of Reserve Bank of India, pursuant to section 35B of the Banking Regulations Act, 1949.

Reserve Bank of India vide its letter DOR.GOV.No.S3653/08.41.001/2021-22 dated February 09, 2022 has approved the grant of variable pay with a mix of cash and non-cash component of ₹ 33 lakhs and ₹ 34 lakhs in the ratio of 49.25% and 50.75% respectively amounting to ₹ 67 Lakhs for FY 2020-21 to Shri B Ramesh Babu, MD & CEO of the Bank. Further 50% of the cash component to be paid upfront while the remaining 50% is to be deferred over the next three years in equal tranches. The non-cash component to be deferred over next three years in tranches of 33.33% each as per the terms and conditions of remuneration payable to Managing Director & CEO Shri B Ramesh Babu. Accordingly NRC in its meeting held on 07.03.2022 has granted 73,913 employee stock options at market price with deferral vesting of over a period of three years. In terms of RBI Guidelines the Fair Value arrived at as on the date of grant under Black Scholes Model is recognized as an expense in the Books of Accounts.

Your Directors, therefore, recommend passing of the resolution, as set out in Resolution No. 08 of this Notice.

None of the Directors or Key Managerial Personnel of the Bank and their relatives other than Shri B Ramesh Babu, Managing Director & CEO and his relatives are concerned or interested in the passing of this resolution.

Item No. 09

Payment of compensation to the Non-Executive Directors (except the Non-Executive (Part-time) Chairman/chairperson)

Corporate governance requirements are increasing day by day and regulators emphasis with respect to transparency and accountability has laid higher responsibility on the Board of Directors. Non-Executive Directors/ Independent Directors play a vital role in bringing objectivity to Corporate Governance initiatives adopted by the Board. Duties and Responsibilities of the Directors have been prescribed in the Companies Act, SEBI LODR, RBI guidelines.

In order to attract and retain professional directors, it is essential that they are appropriately compensated. Since non-executive directors, including independent directors devote their significant time and have experience to give critical advice to the Bank should be appropriately compensated by way of profit related commission in addition to sitting fees for their contributions at the governance level.

Reserve Bank of India issued guidelines, on the need of banks to attract qualified competent individuals and retain professional expertise in their Boards, keeping in view of individual director's (NEDs) responsibilities, contribution of their time, vide their Circular No. DBR.No.BC.97/29.67. 001/2014-15 dated June 1, 2015, on payment of Compensation to Non-Executive Directors (other than the Part-time Chairman) in the form of profit related commission which shall not exceed ₹ 10 Lakh per annum for each director subject to the bank making profits. Further as per recent RBI Governance Circular RBI/2021-22/24 DOR. GOV. REC.8 /29.67.001 /2021-22 dated April 26, 2021, has revised the fixed remuneration for an NED, other than the Chair of the board, not exceeding ₹ 20 lakh per annum.

In terms of proviso to Section 197(1) of the Companies Act, 2013, except with the approval of the company in general meeting, the remuneration payable to directors who are neither managing directors nor whole-time directors shall not exceed, one per cent of the net profits of the company, if there is a managing or whole-time director or manager. Regulation 17(6) of SEBI LODR states that Board of Directors shall recommend profit related commission to Non-Executive Directors including Independent Directors with the approval of Shareholders.

In tune with the Reserve bank of India regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 178 of the Companies Act, 2013 as amended from time to time. The Bank has formulated a Compensation Policy to provide frame work for compensation payable to Board of Directors, Key Managerial Personnel, Material Risk Takers, Control function staff and all other employees of the Bank.

Adverting to the above, Nomination and Remuneration Committee in their meeting held on May 19, 2022 recommended the payment of profit related commission to all Non-Executive Directors including Independent directors (Other than Non-Executive (Part-time) Chairperson) of an amount of 0.1% of the profit available for distribution subject to a maximum of ₹ 10 Lakhs for each director per annum with effect from FY 2022-23, for a period of three (3) years, in addition to sitting fees being paid/payable to them for attending the meetings of the Board/committees thereof. The fee payable shall be in proportion to the tenure of the Directors on the Board during the year.

The Board at its meeting held on May 20, 2022 approved the recommendations of Nomination and Remuneration Committee subject to the approval of shareholders of the Bank.

Your Directors, therefore, recommend passing of the resolution, as set out in Resolution No. 09 of this Notice.

None of the Directors or Key Managerial Personnel of the Bank and their relatives, other than Non-Executive Directors (except Non-Executive (Part-time) Chairman) of the Bank and their relatives, are concerned or interested in the passing of this resolution.

Item No. 10

Shri Murali Ramaswami (DIN: 08659944) was co-opted as an Additional (Independent) Director of the Bank in the Board Meeting held on June 14, 2022 under the provisions of Section 161 of the Companies Act, 2013 (the Act) and Article 27 of the Articles of Association of the Bank. He holds office up to the date of this Annual General Meeting. Nomination and Remuneration Committee (NRC) of the Board proposed his candidature for the office of Director of the Bank under the provisions of the Companies Act, 2013. Shri Murali Ramaswami is a seasoned banker having wide experience for more than 30 years.

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Shri Murali Ramaswami has furnished the consent for his appointment and declarations as required under the Act, Rules made thereunder. The NRC at its meeting held on 13th June, 2022 made the due diligence of declaration and undertaking and scrutinised the profile submitted by Shri Murali Ramaswami and having found him to be 'fit and proper' in terms of criteria prescribed by the Reserve Bank of India for Directors of banks, recommended his appointment to the Board of Directors. Based on the declaration received from him that he meets the criteria of independence as prescribed under Section 149(7) read with Section 149(6) of the Companies Act, 2013 and Regulation 25(8) read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the Board is of the opinion that he fulfils the conditions for appointment as an Independent Director of the Bank and is independent of the management. Further your Directors, recommend the appointment of Shri Murali Ramaswami as Non- Executive Independent Director of the Bank for a period of three years with effect from 14th June 2022, not liable to retire by rotation.

Brief Profile:

Shri Murali Ramaswami, aged 62, is a seasoned banker having wide experience for more than 30 years. He started his career in 1984 and he was involved in various facets of Banking sector essentially in Credit, Treasury, International Operations, Cash Management, Integration Management, Digital Banking and Information Technology Initiatives. He started his career in banking domain with Vijaya Bank. During the span of 30 years in Vijaya Bank, he rose to the position of Executive Director. In his career at Vijaya Bank, he held important positions in Credit, Operations and also as CFO of the bank. He has also worked as an Executive Director in Bank of Baroda during the year 2019-2020. He served as a nominee director in M/s India Infra Debt Ltd and M/s BOB Capital Markets Ltd during his tenure in Bank of Baroda. Shri Murali Ramaswami is well versed in all areas of Banking Sector. He is an Independent director in M/s Deccan Finance Limited and advisor to M/s Chartered Finance Management Private Limited.

Shri Murali Ramaswami is a B.Com graduate from Madras University, AICWA from the Institute of Cost & Works Accountants of India, DBF from the Institute of Chartered Financial Analysts of India, CAIIB from the Indian Institute of Bankers, MBA from University of Madras - Specialised in Corporate Finance, Foreign Trade & Market research.

Your Directors, therefore, recommend passing of the resolution, as set out in Resolution No. 10 of this Notice

None of the Directors or Key Managerial Personnel of the Bank and their relatives other than Shri Murali Ramaswami and his relatives are concerned or interested in the passing of this resolution.

Additional information pursuant to regulation 36 (3) 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:

Particulars	Item No. 03	Item No. 06 and 07	Item No. 10
Name & DIN	Shri R Ramkumar (DIN: 00275622)	Dr Meena Hemchandra (DIN: 05337181)	Shri Murali Ramaswami (DIN: 08659944)
Brief profile	Shri R Ramkumar, aged 39 years, is a graduate in Bachelor of Arts in Corporate Secretaryship and Masters in Business Administration in Human Resources. He hails from the promoter's family. He has rich experience in the business of textiles and export of home textiles. He has widely travelled overseas for his export business and also has a business interest in certain finance firms.	Refer explanatory statement	Refer explanatory statement
Date of appointment on the Board	He was co-opted as an Additional Director of the Bank on June 25, 2018 and was elected as a Non-Executive Non-Independent Director at the 99 th Annual General Meeting held on August 09, 2018.	Co-opted as Additional Director (under Non-Executive Independent Director category) on May 26, 2022	Co-opted as Additional Director (under Non-Executive Independent Director category) on June 14, 2022

Particulars	Item No. 03	Item No. 06 and 07	Item No. 10
Nature of his/her experience in specific functional areas	Business Management, Finance and Human Resources ("Minority Sector")	A career central banker with over 35 years of experience in various departments of Reserve Bank of India.	A seasoned banker having wide experience for more than 30 years in various functions of Banking.
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.	She is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	22,34,969	2,500	2,600
No of Board meetings attended during the year	14/14	Not Applicable	Not Applicable
Terms and conditions of appointment or re-appointment including remuneration	Non-Executive Non-Independent Director, liable to retire by rotation, eligible for sitting fees & profit related commission (subject to approval of item no. 9)	Non-Executive Independent Director for a period of three years with effect from May 26, 2022, not liable to retire by rotation, eligible for sitting fees. As a Non-Executive Independent (part-time) Chairperson of the Bank, She is eligible for remuneration subject to approval of Reserve Bank of India.	Non-Executive Independent Director for a period of three years with effect from June 14, 2022, not liable to retire by rotation, eligible for sitting fees & profit related commission (subject to approval of item no. 9)
Last drawn remuneration	₹ 15.35 Lakh as sitting fees	Not Applicable	Not Applicable
Names of the entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Directorships: Nil Memberships of Committees: Not Applicable Listed entities directorships in past three years: Nil	Directorships: Independent Director in Clearing Corporation of India Limited Memberships of Committees: Audit Committee. Resigned from Suryoday Small Finance Bank Limited with effect from May 25, 2022.	Directorships: Independent Director in M/s Deccan Finance Limited (un-listed public company) Memberships of Committees: Nil Has not resigned from any Listed entity directorships in past three years.
Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.	Not Applicable as Non-Executive Non-Independent Director. However, He represents Minority Sector - Business Management, Finance and Human Resources.	Majority Sector - Economics, Banking, Agricultural and Rural Economy, Finance & Business Management, Treasury Operations and Payment & Settlement Systems, Information Technology & Cyber Security, Risk Management & supervision and Business analytics.	Majority Sector - Banking, Credit, Finance, Accountancy, Marketing, Payment & Settlement Systems, Information Technology and Treasury Operations.
The manner in which the proposed Independent Director meets such requirements.	He has rich experience in the business of textiles and export of home textiles. He has Completed Bachelor of Arts in Corporate Secretaryship (B.C.S.) from Loyola College, Chennai and master's in business administration (M.B.A.) in Human Resources. He has widely travelled overseas for his export business and also has a business interest in certain finance firms.	Retired Executive Director in charge of Banking and non-banking supervision in Reserve Bank of India having over 35 years of service. She has relevant knowledge or experience in respect of one or more matters namely Economics, Banking, Finance, Forex Operations & Clearing Systems, Information Technology, Agriculture, Risk and regulatory supervision Analytics, etc	Retired Executive Director of Bank of Baroda. Joined Vijaya Bank in 1989 and elevated as Executive Director in Feb 2018. Has over 30 years of experience in Banking sector- diverse and distinct experience of heading corporate credit, treasury and global markets, international operations, cash management, integration management, Information technology, digital banking experience in 5 th largest Bank - Bank of Baroda.