

IRC:F48:254:489:2024

November 08, 2024

The Manager,  
National Stock Exchange of India Ltd,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, 'G' Block,  
Bandra- Kurla Complex,  
Bandra (East), Mumbai – 400051.

The Manager,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001.

Scrip Code: KARURVYSYA

Scrip Code: 590003

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

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Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the Postal Ballot Notice dated October 17, 2024 together with the Explanatory Statement thereto, seeking the approval of Members of The Karur Vysya Bank Limited on the below given Special Business, by means of Postal Ballot (only through remote e-voting process), in compliance with Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regard:

Sl. No	Description	Resolution
1.	To approve the Appointment of Smt. Srimathy Sridhar (DIN: 10627997) as Non-Executive Independent Director of the Bank for a period of three (3) years	Special

In compliance with the applicable circulars, Postal Ballot Notice is being sent only through email, to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Wednesday, November 06, 2024** (“cut-off date”) received from the Depositories and whose e-mail addresses are



registered with the Bank's RTA / Depositories. Members holding shares in physical mode and who have not updated their email address with the Bank's RTA / Depository Participants are requested to update their email addresses as per the instructions given in the enclosed Notice. The Postal Ballot Notice is also available on the website of the Bank at [www.kvb.co.in](http://www.kvb.co.in).

The Bank has engaged the services of National Securities Depository Limited ("NSDL") for providing remote e-voting facility to all its Members. Members holding Equity Shares of the Bank as on the Cut-off Date only shall be entitled to vote through remote e-voting process.

Date and time of commencement of remote e-Voting	Monday, November 11, 2024 (10.00 A.M. IST)
Date and time of conclusion of remote e-Voting	Tuesday, December 10, 2024 (05.00 P.M. IST)

The Bank has appointed Shri. R K Bapulal (FCS No. 5893, CP No. 3842), M/s Bapulal Yasar & Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner. The results of the Postal Ballot (remote e-Voting process) will be announced by the Chairperson of the Bank, or in her absence, the Managing Director of the Bank, within Two (2) working days from the date of conclusion of the remote e-Voting period at the Registered office of the Bank. The remote e-Voting results along with Scrutinizer's report will be displayed on the website of the Bank at [www.kvb.co.in](http://www.kvb.co.in), the e-voting website of NSDL at [www.evoting.nSDL.com](http://www.evoting.nSDL.com) and the same also shall be simultaneously communicated to National Stock Exchange of India Limited, the stock exchange where the Equity Shares of the Bank are listed and be made available on its website [www.nseindia.com](http://www.nseindia.com).

Kindly take the same on record.

Yours faithfully,

Srinivasarao M  
Company Secretary &  
Deputy General Manager

Encl: As Above



## 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](mailto:kvb_sig@kvbmail.com)]

[Website: [www.kvb.co.in](http://www.kvb.co.in)] [Tel No: 04324-269441] [Fax No: 04324-225700]

### POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), General Circular No .09/2024 dated 19.09.2024 read with General Circular No. 14/2020 dated 08.04.2020, No. 17/2020 dated 13.04.2020, No. 22/2020 dated 15.06.2020, No. 33/2020 dated 28.09.2020, No. 39/2020 dated 31.12.2020, No. 10/2021 dated 23.06.2021, No. 20/2021 dated 08.12.2021, No. 3/2022 dated 05.05.2022, No. 11/2022 dated 28.12.2022 and No .09/2023 dated 25.09.2023 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, regulations, circulars and notifications thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), the resolution appended below is proposed for approval of the members of The Karur Vysya Bank Limited ("the Bank"), through postal ballot by way of voting through electronic means ("remote e-Voting") only:

#### SPECIAL BUSINESS:

#### To approve the Appointment of Smt. Srimathy Sridhar (DIN: 10627997) as Non-Executive Independent Director of the Bank for a period of three (3) years

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and guidelines, circulars issued by the Reserve Bank of India from time to time and 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 provisions of the Articles of Association of the Bank, Smt. Srimathy Sridhar (DIN: 10627997), be and is hereby appointed as 'Non-Executive Independent Director' of the Bank, for a period of three (3) years, with effect from September 26, 2024 to September 25, 2027, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Bank be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and to authorise company secretary to take necessary actions on behalf of the Bank in this regard."

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

**Srinivasa Rao M**

Company Secretary  
(Membership No. ACS 19189)

Date : 17.10.2024

Place : Karur

## Notes:

- The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act and disclosure as required pursuant to Regulation 36(3) of the SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment also forms part of this Notice.
- In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by e-mail to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Wednesday, November 06, 2024** (“cut-off date”) received from the Depositories and whose e-mail addresses are registered with the Bank’s RTA / Depositories. Hence, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members.
- Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, MCA Circulars and Regulation 44 of the SEBI LODR read with SEBI circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Bank is providing remote e-Voting facility to the members to exercise their right to vote on the proposed resolution. The Bank has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-Voting facility to all its members.
- This Postal Ballot Notice shall be available on the Bank’s website at [www.kvb.co.in](http://www.kvb.co.in) and also on the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), the stock exchange where the Equity Shares of the Bank are listed and on website of e-voting service provider i.e., the e-voting website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date i.e., **Wednesday, November 06, 2024** will be considered for the purpose of remote e-Voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members.
- Voting rights of the Members/Beneficial owners shall be reckoned on the basis of the paid-up value of equity shares held by them as on the cut-off date
- The remote e-Voting facility will be available during the following period:

<b>Commencement of e-Voting:</b>	<b>Monday, November 11, 2024 (10.00 a.m. IST)</b>
<b>Conclusion of e-Voting:</b>	<b>Tuesday, December 10, 2024 (5.00 p.m. IST)</b>

During this period, members of the Bank holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Wednesday, November 06, 2024** may cast their vote electronically. The remote e-Voting facility will be blocked by NSDL immediately after **05.00 p.m. IST on Tuesday, December 10, 2024**. Thereafter the members will not be allowed to cast their votes. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

- The Bank has appointed Shri R K Bapulal (FCS No. 5893 CP No. 3842), M/s Bapulal Yasar & Associates, Practising Company Secretaries as Scrutinizer for conducting the postal ballot through remote e-Voting process in a fair and transparent manner.
- Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/Corporate 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 [byascrutiniser@gmail.com](mailto:byascrutiniser@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
- After completion of scrutiny of the votes cast, the Scrutinizer will submit his Report to the Chairperson of the Bank, or in her absence, to the Managing Director of the Bank. The Results of remote e-Voting along with Scrutinizer’s Report will be announced at the Registered office of the Bank and published on the website of the Bank at [www.kvb.co.in](http://www.kvb.co.in) and on the website of e-Voting Agency at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two (2) working days from the last day of e-Voting and the same shall also be simultaneously communicated to the Stock Exchange i.e., NSE, where the Bank’s Equity Shares are listed.

11. The resolution, if approved, shall be deemed to have been passed on Tuesday, December 10, 2024 i.e., the last date specified for receipt of votes through the remote e-Voting process. Resolution passed by the shareholders through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
12. Documents referred in the Notice shall be made available for electronic inspection without any fee to the members from the date of circulation of this Notice up to the date of closure of remote e-Voting i.e., **Tuesday, December 10, 2024 (5.00 p.m. IST)**. Members who wish to inspect such documents are requested to send an email to [kvb\\_sig@kvbmail.com](mailto:kvb_sig@kvbmail.com) mentioning their name, Folio no./ DP ID and Client ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
13. The Members of the Bank whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Wednesday, November 06, 2024 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with the Bank's RTA/Depositories), shall be entitled to vote in relation to the resolution specified in this Postal Ballot Notice.

**PROCEDURE TO UPDATE KYC DETAILS i.e., PAN, NOMINATION, CONTACT DETAILS, MOBILE NUMBER, BANK ACCOUNT DETAILS AND SPECIMEN SIGNATURE IN FOLIO NO./DP&Client ID:**

SEBI vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/3 dated 07.05.2024 mandated that the shareholders (holding securities in physical form), shall update/furnish the PAN, Nomination, Contact Details, Mobile Number, Bank Account Details and Specimen Signature in their folio(s). Further, SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10.06.2024 has made an exemption for submitting 'choice of nomination' for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA.

All shareholders who are holding shares in physical form are requested to note the following:

- a) In case of non-updation of PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.
- b) If a shareholder updates the PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the shareholder would receive all the dividends declared during that period (from April 01, 2024 till date of updation) pertaining to the shares held after the said updation automatically.

Hence, we request the members of the Bank, who have not registered their PAN, Contact details, Bank Account details and Specimen Signature, to update the same in the following manner. However, Bank encourage the shareholders who are holding shares in physical form for registering the nomination in their Folios.

a) For the shares held in physical form	<p>Submit duly filled Forms viz., ISR-1 (Request for Registering/updating the e-Mail ID, PAN, KYC details, Bank mandate etc.), ISR-2 (confirmation of signature of shareholder by their banker), SH-13 (request for nomination), etc., as the case may be, along with required supporting documents to the Bank's RTA i.e. M/s Link Intime India Pvt. Ltd, addressed at (Unit: The Karur Vysya Bank Ltd) "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028, Phone: 0422 2539835/36, 4958995, E-mail: <a href="mailto:coimbatore@linkintime.co.in">coimbatore@linkintime.co.in</a>, Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>.</p> <p>The format of said Forms are available at <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> → Resources → Downloads → KYC and also available at <a href="http://www.kvb.co.in">www.kvb.co.in</a> → Investor Corner → Share Holder FAQ.</p>
b) For the shares held in electronic form (i.e., Demat)	The details shall be updated with the concerned Depository Participant (DP) where the Demat account is maintained.

Further, shareholders holding shares in physical form are requested to dematerialise their shares in order to have better liquidity.

**THE DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE GIVEN BELOW:**

**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 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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.
	2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.
	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="539 1682 774 1823" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store                Google Play             </p>   </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

**B) Login Method 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?**

- 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.

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.nsd.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- 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 sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - 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.nsd.com](http://www.evoting.nsd.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [byascrutiniser@gmail.com](mailto:byascrutiniser@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in).
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](mailto: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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

## EXPLANATORY STATEMENT

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

In conformity with section 102(1) of the Companies Act, 2013 (“the Act”) the following explanatory statement sets out the material facts relating to the subject matter of the Notice.

Your Bank always recognises and embraces the importance of diverse knowledge, skill-set, experience and expertise in the Board for its effective functioning. Section 10A 2(a) of Banking Regulation Act, 1949 prescribes the requirement of special knowledge or practical experience composition in the Board of the Banks, with a need to make Boards of Banks contemporarily professional by inducting technical and specially qualified personnel. Accordingly with a view to augment Banking related expertise in the composition of the Board of the Bank, based on the recommendations of the Nomination and Remuneration Committee (“NRC”), Board in its Meeting held on September 26, 2024, considered and appointed Smt. Srimathy Sridhar (DIN: 10627997) as an Additional Director of the Bank under Independent category not liable to retire by rotation.

Smt. Srimathy Sridhar is a veteran banker with 38+ years of extensive experience in various facets of Banking Industry. The Brief Profile of Smt. Srimathy Sridhar is set out in the Additional Information forming part of this Explanatory Statement.

NRC at its meeting held on August 19, 2024 has carried out the due diligence and scrutinised the Profile together with Declaration-cum-Undertaking submitted by Smt. Srimathy Sridhar. Committee found her to be ‘fit and proper’ in terms of the regulatory guidelines, Bank’s policies on Appointment of Directors and Board Diversity, and recommended her appointment to the Board.

In terms of section 152(5) of the Act read with rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Srimathy Sridhar has furnished consent for her appointment and confirmed that she fulfils the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’). Smt. Srimathy Sridhar is not disqualified from being appointed as Director in terms of Section 164 of the Act, and she is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India’s order or any other such authority. While considering the appointment of Smt. Srimathy Sridhar as Independent Director, NRC and Board opined that, She is fit and proper to be appointed as Director of the Bank, as per the fit and proper norms prescribed by the RBI. She fulfils the conditions relating to her appointment as an Independent Director, as prescribed under the relevant provisions of the Act, the relevant rules notified thereunder, the SEBI LODR and is independent of the Management of the Bank. She is a person of integrity and has relevant skills, experience and expertise, representing Majority Sector in the areas of Banking, Credit, Finance, Rural Economy, MSME, Human Resources, Risk Management, Credit Recovery, Business Management, Marketing, Payments & Settlement Systems, Vigilance & Inspection, Treasury Operations and Strategic Planning, as required under Section 10A 2(a) of the Banking Regulation Act, 1949 and guidelines issued from time to time by the Reserve Bank of India.

Pursuant to Regulation 17 (1C) of the SEBI LODR, the bank shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to Regulation 25 (2A) of the SEBI LODR, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. In terms of amended Regulation 25 (2A) of the SEBI LODR, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made.

Yours Directors considering qualifications, skills, experience and expertise in specific functional area “Banking”, have recommended the appointment of Smt. Srimathy Sridhar as Non - Executive Independent Director of the Bank for a period of three (3) years with effect from September 26, 2024 to September 25, 2027, not liable to retire by rotation, as set out in this Notice.

Except Smt. Srimathy Sridhar and her relatives, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

**Additional information pursuant to regulation 36 (3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and Secretarial Standard-2 (“SS-2”) with respect to the Directors seeking appointment / re-appointment:**

<b>Name</b>	<b>Smt. Srimathy Sridhar</b>
<b>DIN</b>	10627997
<b>Educational Qualification</b>	M.Com., M.B.A., (Banking & Finance), C.A.I.I.B.,
<b>Date of Birth</b>	22/05/1964
<b>(Age in years)</b>	(Age - 60 years)
<b>Brief Profile</b>	<p>Smt. Srimathy Sridhar is a veteran banker with 38+ years of extensive experience in various facets of Banking Industry.</p> <p>She started her career as a probationary clerk at Andhra Bank in 1985 and moved to Canara Bank as Probationary Officer in 1986. Over a period of 34 years in Canara Bank, she rose to the level of Chief General Manager. She has exposure to various verticals in the Bank Viz; Branch operations across diverse locations from rural to metro, Retail &amp; Corporate credit, Mid &amp; Large credits, Human Resources, Internal Control &amp; Compliance, Risk Management, Treasury, Administrative offices etc. She has headed the Large Corporate Vertical at Head Office of the bank and a large circle of Canara Bank at Chennai.</p> <p>On a Deputational Assignment, she functioned as Chief Vigilance Officer of NABARD. During this tenure, she also handled additional assignments as Chief Vigilance Officer of New India Assurance Company, State Bank of India and Bank of Baroda for varying periods.</p> <p>She moved up to the position of Executive Director at Indian Overseas Bank in March 2021. She handled multiple critical portfolios like Corporate Credit, Retail Lending, Agricultural Credit and Financial Inclusion, including SLBC functions, Treasury, Risk, Internal Control &amp; Inspection, Digital Banking etc. Upon completion of her tenure as Executive Director in IOB, she demitted office in March 2024.</p> <p>She holds a postgraduate degree in Commerce, a Masters in Business Administration and is a Certified Associate of the Indian Institute of Banking &amp; Finance (CAIIB). She has been conferred with Alekh Foundation’s W20 Women Achievers Award during 2023.</p>
<b>Date of appointment on the Board</b>	September 26, 2024
<b>Nature of his/her experience in specific functional areas</b>	Veteran banker with 38+ years of extensive experience in various facets of Banking Industry.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	She is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
<b>Shareholding</b>	2,500
<b>No. of Board Meetings attended during the year (FY 2024-25 till date) (Conducted/ Attended)</b>	1/1 (During her tenure)

<b>Terms and conditions of appointment or reappointment including remuneration</b>	<p>Appointment as Non-executive Independent Director for first term of Three (3) years with effect from September 26, 2024 to September 25, 2027, not liable to retire by rotation.</p> <p>She will be entitled to sitting fees for participation in the Board and other meetings, as well as compensation in the form of fixed remuneration as approved by the shareholders permissible under relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time.</p>
<b>Last drawn remuneration</b>	<p>NA</p>
<b>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</b>	<p>Directorships: Nil</p> <p>Listed entities from which the person has resigned in the past three years: Nil</p>
<b>Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.</b>  <b>The manner in which the proposed Director meets such requirements.</b>	<p>Majority Sector – Banking, Credit, Finance, Rural Economy, MSME, Human Resources, Risk Management, Credit Recovery, Business Management, Marketing, Payments &amp; Settlement Systems, Vigilance &amp; Inspection, Treasury Operations and Strategic Planning.</p> <p>She has 38+ years of extensive experience in the banking sector. She has working exposure to Mid &amp; Large credit, Corporate Credit Wing and International operations and holds M.B.A., (Banking &amp; Finance).</p> <p>Her banking expertise spans across mid and large credits in diverse locations, from rural to metro areas. She headed the SLBC functions in the Canara Bank and also chaired SLBC meetings and liaised with State Govt. dignitaries for a co-ordinated approach for State Development through banking. Over a period of 34 years in the Canara Bank, she has exposure to various verticals in the bank like branch operations, general credit, Human Resources, Risk Management, administrative offices etc. She has working experience at Funds &amp; Investments section.</p> <p>She has headed a large circle at Chennai having more than 500 branches, 10 regions and a total business of over Rs. 67000 crores. Over 4900 employees worked in the circle.</p> <p>She worked as Chief Vigilance Officer – NABARD, during this period held additional charge as CVO of New India Assurance Company Ltd, State Bank of India and Bank of Baroda. Further, she was an Executive Director of Indian Overseas Bank from March 2021 to March 2024.</p>