

IRC: F56: 32 : 650 : 2019

25.06.2019

The Secretary,  
Bombay Stock Exchange limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Dear Sir,

Sub: Notice of the 100<sup>th</sup> Annual General Meeting of the Bank for the Financial Year 2018-19.

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We have enclosed the Notice of the 100th Annual General Meeting of the Bank for the Financial Year 2018-19 to be held on Thursday, 18<sup>th</sup> July 2019 at 09:30 a.m. at the Registered Office of the Bank, No. 20, Erode Road, Vadivel Nagar, L.N.S., Karur- 639002. 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 above information on record.



Srinivasarao M  
Company Secretary &  
Asst. General Manager

Encl: as above

## NOTICE OF THE 100TH ANNUAL GENERAL MEETING

Notice is hereby given that the 100<sup>th</sup> Annual General Meeting of The Karur Vysya Bank Limited (the 'Bank') will be held at the Registered Office of the Bank, No. 20, Erode Road, Vadivel Nagar, L.N.S., Karur - 639002 on Thursday, July 18, 2019 at 9.30 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in the place of Shri A K Praburaj (DIN: 07004825), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s Walker Chandio & Co. LLP, Chartered Accountants, Kochi, as the Statutory 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 (RBI), (including any amendment, modification, variation or re-enactment thereof for the time being in force), and subject to the approval of Reserve Bank of India, M/s Walker Chandio & Co. LLP, Chartered Accountants, Kochi, (Firm Registration Number 001076N/N500013), be and are hereby re-appointed as the statutory auditors of the Bank to hold office from the conclusion of 100<sup>th</sup> Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank on such terms and conditions, including annual remuneration/fees of ₹ 68,00,000/- (Rupees Sixty Eight Lakh only) plus out of pocket expenses not exceeding 15% of the fees and applicable GST, with the power to the Board including Audit Committee thereof to alter and vary the terms and conditions of appointment, the remuneration, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and/or any other authority, in such manner and to such extent as may be mutually agreed with the statutory auditors."

### SPECIAL BUSINESS

5. 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, 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, in consultation with Statutory Auditors, be and is hereby authorized to appoint the Branch Auditors, who are qualified to act as Auditors including Statutory Auditors and to fix their remuneration and out of pocket expenses, based on the recommendations of the Audit Committee of the Board."

6. To appoint Shri Sriram Rajan (DIN: 02162118) as a Non-Executive Independent Director.

To consider and if thought fit, to pass the following Resolution as an **Ordinary 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 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, Shri Sriram Rajan (DIN: 02162118), be

and is hereby appointed as 'Non- Executive Independent Director' of the Bank for a period of three (3) years with effect from January 19, 2019, not liable to retire by rotation."

7. To take on record the appointment of Shri N S Srinath (DIN: 01493217) as a Non-Executive Independent (Part-time) Chairman of the Bank and to approve his 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 the approval accorded by the 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 appointment of Shri N S Srinath (DIN: 01493217) as Non-Executive Independent (Part-time) Chairman of the Bank for a period of three (3) years with effect from May 27, 2019 and to approve the following terms and conditions of remuneration and other perquisites."

SI No	Particulars	
1	Remuneration	Consolidated salary of ₹ 12 Lakh per annum (₹ 1 lakh per month)
2	Perquisites Furnished House/Use of Bank's car/ Subscription to news papers/Provident Fund/ Gratuity Telephone	Free use of Banks car for official purpose.  Provision of residential phone with Mobile
3	Travelling and Halting Allowance	As applicable to Bank's other Directors as per RBI Circular No. BC.54/08.95.004/98 dated June 10, 1998
4	Insurance Cover	Insurance cover for journey by Air/Road/Rail for official purposes as applicable to other Directors of the Bank from time to time.
5	Sitting Fees for attending Board/ Committee Meetings	May be guided by RBI Circular No:BC.54/08.95.004/98 dated June 10, 1998.

8. To continue the second term of Shri N S Srinath (DIN: 01493217) Non-Executive Independent (Part-time) Chairman of the Bank as a Non-Executive Independent Director.

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 all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Section 10A (2A) (i) and other applicable provisions of the Banking Regulation Act, 1949 and 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 here by accorded to continue the second term of Shri N S Srinath (DIN: 01493217) as Non-Executive Independent Director of the Bank co-terminus with his tenure as Non-Executive Independent (Part-time) Chairman of the Bank, not liable to retire by rotation."



9. To re-appoint Smt CA K L Vijayalakshmi (DIN: 07116809) as a Non-Executive Independent Director for second term.

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 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, Smt CA K L Vijayalakshmi (DIN: 07116809) be and is hereby re-appointed for second term as Non-Executive Independent Director of the Bank to hold office with effect from July 21, 2019 to March 21, 2023, not liable to retire by rotation.”

10. To re-appoint Dr K S Ravichandran (DIN: 00002713) as a Non- Executive Independent Director for second term.

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 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 K S Ravichandran (DIN: 00002713) be and is hereby re-appointed for second term as Non-Executive Independent Director of the Bank to hold office with effect from July 21, 2019 to May 25, 2024, not liable to retire by rotation.”

By order of the Board  
For the Karur Vysya Bank Limited

Place: Karur  
Date: 28.05.2019

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

## NOTES

### 1. DATES OF BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from Friday, July 12, 2019 to Thursday, July 18, 2019 (both days inclusive).

### 2. PROXIES

**A Member/beneficial owner entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the Bank. The instruments appointing proxies (i.e. Form No.MGT-11) in order to be effective should be lodged with the Registered & Central Office of the Bank not less than 48 hours before the commencement of the meeting.**

Pursuant to the provisions of the Companies Act, 2013 and the underlying Rules viz., Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights. Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.

3. Corporate Members intending to authorize their representative to attend the Meeting and vote on their behalf are requested to send a certified copy of the Board Resolution to the Registered & Central Office of the Bank.
4. The Attendance at the Meeting will be regulated through the Attendance Slip and the same will be verified with the records maintained with the Bank. Members who hold shares in dematerialised form are requested to quote their DP ID and Client ID number(s) and those who hold shares in physical form are requested to quote their folio number(s) along with valid identity proof to facilitate their identification at the Meeting.
5. The certificate from the Statutory Auditors 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) Regulations, 2014 and in accordance with the resolutions passed by the Members of the Bank, will be available for inspection by the members at the AGM.
6. All statutory registers and the relevant documents referred to in this Notice requiring the approval of the Members at the meeting shall be available for inspection by the Members at the Registered & Central Office of the Bank on all working days between 10 a.m. and 12 noon upto the date of the meeting i.e., July 18, 2019. This Notice and the Annual Report will also be available on the Bank's website [www.kvb.co.in](http://www.kvb.co.in) for download.

### 7. EXPLANATORY STATEMENT

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed hereto.

Brief profile of the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India is attached to this Notice.

### 8. DIVIDEND ENTITLEMENT

Board of Directors of the Bank, at its meeting held on May 15, 2019 recommended Dividend of ₹ 0.60 per equity share (face value of ₹ 2/- each) for the financial year ended March 31, 2019, subject to approval of the statutory authorities and shareholders of the Bank in the Annual General Meeting.

The Bank has notified closure of Register of Members and Share Transfer Books from Friday, July 12, 2019 to Thursday, July 18, 2019 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if approved at the meeting.

The dividend on equity shares, if approved at the meeting, will be paid/dispatched between Friday, July 19, 2019 and Thursday, July 25, 2019 to those Members whose names appear on the Bank's Register of Members on Thursday, July 11, 2019. In respect of shares held in dematerialised form, the dividend will be paid to those Members whose names are furnished by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.

#### **9. DEMATERIALISATION OF SHARES**

The shares of the Bank have been traded in Dematerialised form in the Stock Exchanges. The shareholders who have not so far dematerialised their shares are requested to do so in their own interest having regard to the safety and benefits attached thereto.

As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In this regard, shareholders holding shares in physical form are requested to dematerialize their shares in order to avail the benefit of free transferability. Any request for transfer of shares with effect from April 1, 2019 will not be permitted if the shares are held in physical mode. Physical shareholders are requested to contact the Registered & Central Office of the Bank or Registrars & Transfer Agents of the Bank: M/s S.K.D.C. Consultants Ltd., for further information in this regard.

#### **10. CHANGE OF ADDRESS**

Members in respect of shares held in physical form, are requested to notify changes in their addresses along with pin code to the Registrars & Share Transfer Agents of the Bank:

M/s S.K.D.C. Consultants Ltd.,  
(Unit: The Karur Vysya Bank Limited)  
"Kanapathy Towers", 3rd Floor, 1391/A1,  
Sathy Road, Ganapathy Post, Coimbatore – 641006  
Phone: +91 422 4958995, 2539835-836 Fax: +91 422 2539837  
e-Mail: info@skdc-consultants.com | Website: www.skdc-consultants.com  
CIN: U74140TZ1998PLC008301

In case the shares are held in electronic form (demat), changes, if any, in their addresses shall be communicated to the Depository Participants (DPs) where the beneficiary account is maintained.

#### **11. UNCLAIMED DIVIDENDS**

- a) In compliance with Section 124 of the Companies Act, 2013, dividend for the financial year ended March 31, 2012 which remains Unclaimed for a period of seven years, shall become due for transfer on **August 29, 2019** to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not claimed their dividend for the above mentioned year are requested to make their claim to Shri Srinivasarao Maddirala, Compliance Officer, The Karur Vysya Bank Limited, Investor Relations Cell, Regd. & Central Office, No. 20, Erode Road, Vadivel Nagar, L.N.S., Karur - 639002 or to Registrars & Share Transfer Agents of the Bank: M/s S.K.D.C. Consultants Ltd., (Unit: The Karur Vysya Bank Limited), "Kanapathy Towers", 3rd Floor, 1391/A1, Sathy Road, Ganapathy Post, Coimbatore – 641006 **as early as possible but not later than August 29, 2019.**

- b) Intimation Letters were sent to members of the Bank who have not claimed their Dividends for FY 2011-12 for seven consecutive years. An Advertisement was also published in Business Standard (all editions) and Dinamalar (Trichy edition) and requested the Shareholders to claim the Dividends from the Bank by August 29, 2019, failing which, their shares would be transferred to the IEPF Authority as per the procedure prescribed in the IEPF rules.
- The information pertaining to Unclaimed Dividends and the details of such Members and the Shares due for transfer to the IEPF Authority are also available on the Bank's website at [www.kvb.co.in](http://www.kvb.co.in)
- c) The Bank has already transferred all Shares in respect of which Dividend had not been claimed for seven consecutive years or more along with Unclaimed Dividend, declared for the Financial Year ended March 31, 2011 and earlier periods to the Investor Education and Protection Fund.
12. In order to receive the dividend without loss of time, Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Bank for payment of dividend. Members are requested to update their bank account details as per the Core Banking System (CBS), including 9 digit MICR Code and 11 digit IFSC, e-Mail ID and Mobile No(s) with their respective Depository Participants. This will enable the Bank for making of payments of future dividends directly to their bank account through National Automated Clearing House (NACH) mode.
13. Shareholders holding shares in physical form are requested to update the bank account details as per the Core Banking System (CBS), including 9 digit MICR Code and 11 digit IFSC, e-Mail ID and Mobile No(s) with the Registrars and Share Transfer Agents, M/s S.K.D.C. Consultants Ltd., by mentioning the folio number and attaching a cancelled Cheque leaf of their current bank account and a self-attested copy of the PAN card and Bank Pass Book/Voter ID/Aadhaar Card to confirm the present address of the shareholder.
14. The Securities and Exchange Board of India vide its Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Accordingly, Members holding shares in physical form are requested to submit self-attested copy of the PAN Card(s) and Aadhaar Card, unsigned copy of the cheque leaf where an active Bank account is maintained to the Bank's Registrars and Transfer Agent: M/s S.K.D.C. Consultants Ltd. Further members holding shares in electronic form are requested to submit their PAN Card(s) and Bank Details to their Depository Participants with whom they are maintaining their demat accounts.
15. Members described as "Minors" in the address but who have attained majority of age, may get their status in Register of Members updated by producing proof of age.
16. Members holding shares in single name and physical form may avail facility for making nominations in respect of the shares held by them. All rights of transfer and/or to amounts payable in respect of the shares shall vest in the nominee in the event of the death of the shareholder. The specimen of the Nomination Form is attached to this Notice and can also be downloaded from the Bank's website in the link <https://www.kvb.co.in/docs/share-holding-nomination-form.pdf>. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, kartas of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney.
17. Members who have not registered their e-Mail addresses so far are requested to register their e-Mail address so that they can receive the Annual Report and other communications from the Bank electronically.

Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits sending of soft copies of Annual Reports to all those shareholders who have registered their e-Mail addresses with the Bank/Depository Participant unless the member has specifically requested for a hard copy of the same.

The Companies Act, 2013 has also recognized serving of documents to any Member through electronic mode. In terms of the Circular No. NSDL/CIR/II/10/2012 dated March 9, 2012, issued by NSDL, e-Mail addresses made available by the

Depository (for your respective Depository Participant) accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 relating to serving of documents in electronic mode.

In the light of the requirements prescribed by the aforesaid circulars for those Members whose Depository Participant (DP) accounts do not contain the details of their email address, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended March 31, 2019, would be dispatched through permitted mode.

18. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015, the Bank is providing the e-Voting facility to its Members holding shares in physical or dematerialized form, as on the 'cut-off' date being Thursday, July 11, 2019, to exercise their right to vote by electronic means on any or all of the Resolutions specified in this Notice (the 'Remote e-Voting'). A person who is not a Member as on the said cut-off date, will not be entitled to vote and should treat this Notice, for information purpose only. Details of the process and manner of Remote e-Voting along with the User Id and Password are furnished separately.

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

19. For those members who do not have access to e-Voting facility, the Bank is offering Physical Ballot attached to the Notice of the meeting and the same may be used for casting their votes. The Bank has also enclosed Business Reply Envelope for this purpose. Instructions for using ballot form are furnished on reverse of the ballot form. Members who have exercised their right to vote by physical ballot form may attend AGM, but shall not vote at the AGM.
20. Kindly note that members can opt for only one mode of voting i.e. either by Physical Ballot or through e-Voting. However, in case Members casting their vote both by Physical Ballot and e-Voting, then voting done through e-Voting shall prevail and voting done by Physical Ballot will be treated as invalid.
21. Pursuant to the Companies (Management and Administration) Amendment Rules, 2015, the Bank is pleased to offer voting through electronic means facility at the Annual General Meeting. Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by 'Remote' e-Voting/Physical Ballot Voting may vote at the Annual General Meeting through electronic means for all the resolutions specified in the Notice. The voting rights of the Members shall be in proportion to their shares of the paid up Equity Share Capital of the Bank as on the 'cut-off' date being Thursday, July 11, 2019 subject to the provisions of the Banking Regulation Act, 1949 as amended and the extant RBI guidelines.
22. Members may please note that in case of any technical failure or eventuality resulting into non-functionality of the electronic voting system at the meeting, Members would be provided the Physical Ballot Paper for casting their votes at the meeting.
23. The Board of Directors has appointed Shri S Solaiyappan (FCS No. 9293), M/s Solaiyappan & Associates, Practising Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot Forms/e-Voting process in a fair and transparent manner.
24. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of electronic means to all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-Voting/Physical Ballot Voting through post.
25. The Scrutinizer will collate the votes downloaded from the e-Voting system, votes received through Physical Ballot Forms and the votes cast at the AGM for all resolutions set forth in the Notice convening the AGM. On completion of the Scrutiny, the Scrutinizer will submit his report to the Chairman, who shall counter sign the same and declare the results of the voting.



The Results on the above resolutions stated in the Notice shall be declared not later than 48 hours from the conclusion of the AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.

26. The results declared along with the report of the Scrutinizer shall be made available on the website of the Bank [www.kvb.co.in](http://www.kvb.co.in) and on the website of NSDL immediately after the declaration of results by the Chairman. The results shall also be immediately forwarded to the Stock Exchange where the Bank's shares are listed.
27. The e-Voting facility will be available during the following voting period:

Commencement of e-Voting	End of e-Voting
Saturday, July 13, 2019 (10:00 a.m. IST)	Wednesday, July 17, 2019 (5:00 p.m. IST)

During this period Members of the Bank, holding shares either in physical form or in dematerialised form, as on the cut-off date viz., **Thursday, July 11, 2019** may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

28. The route map of the venue of the meeting is given in the Notice.

29. **e-Voting procedure is as under:**

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

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

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

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

**Details on Step 1 is mentioned below:**

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

- 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 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL 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.
- Your User ID details are given below:

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



5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    1. If your e-Mail ID is registered in your demat account or with the Bank, your 'initial password' is communicated to you on your e-Mail ID. Trace the e-Mail sent to you from NSDL from your mailbox. Open the e-Mail and open the attachment i.e. pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    2. If your email ID is not registered, you can check the communication sent to your postal address for further instructions about obtaining password.
  - d) Member may obtain a User ID and password for casting his/her vote by remote e-voting by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by providing the details such as Demat account no or Folio no, PAN no, name, address etc.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, name and your registered address.
7. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to the "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of "The Karur Vysya Bank Limited" company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [solaiofficeballot@gmail.com](mailto:solaiofficeballot@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](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 toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date of Thursday, July 11, 2019. Any person, who acquires shares of the Bank and become member of the Bank after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, July 11, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kvb\\_sig@kvbmail.com](mailto:kvb_sig@kvbmail.com) or [info@skdc-consultants.com](mailto:info@skdc-consultants.com).

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

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

**Note to Item No. 4 on Appointment of Statutory Central Auditors**

M/s Walker Chandiook & Co. LLP, Chartered Accountants, Kochi, (Firm Registration Number 001076N/N500013) was appointed as Statutory Auditors of the Bank from the conclusion of 99<sup>th</sup> Annual General Meeting until the conclusion of 100<sup>th</sup> Annual General Meeting of the Bank.

The Board of the Bank recommends the re-appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants, Kochi, (Firm Registration Number 001076N/N500013) as the statutory auditors of the Bank, subject to approval of Reserve Bank of India, to hold office from the conclusion of 100<sup>th</sup> Annual General Meeting until the conclusion of next Annual General Meeting of the Bank, at the annual remuneration/fee of ₹ 68,00,000/- (Rupees Sixty Eight Lakh only) plus out of pocket expenses not exceeding 15% of the fees and applicable GST, for the purpose of audit of the Bank’s accounts at its head office, branches and other offices.

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

Your Directors, therefore, recommend the re-appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants, Kochi as the Bank’s statutory auditors.

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

## EXPLANATORY STATEMENT

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

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

### Item No. 05

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

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

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

### Item No. 06

Shri Sriram Rajan (DIN: 02162118) was co-opted as an Additional (Independent) Director of the Bank in the Board Meeting held on January 19, 2019 under the provisions of Section 161 of the Companies Act, 2013 and Article 27 of the Articles of Association of the Bank. He holds office 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 Sriram Rajan is a senior Information Technology professional with 18 years of experience spanning the entire IT landscape.

Shri Sriram Rajan has furnished the consent for his appointment and declarations as required under the Act, Rules made thereunder. The NRC at its meeting held on May 10, 2019 made the due diligence of declaration and undertaking submitted by Shri Sriram Rajan 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(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), 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.

Your Directors, therefore, recommend the appointment of Shri Sriram Rajan (DIN: 02162118) as a Non-Executive Independent Director of the Bank, for a period of three years with effect from January 19, 2019, not liable to retire by rotation, as set forth in Item No. 6 of this Notice. The Brief Profile of the Director sought to be appointed as Non-Executive Independent Director is set out in the Additional Information.

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

### Item Nos. 07 & 08

Consequent to completion of tenure, Shri B Swaminathan, Non-Executive Independent (Part-time) Chairman, demitted office at the close of office hours on January 19, 2019. The Board of the Bank in its meeting held on March 25, 2019 has appointed Shri N S Srinath (DIN: 01493217) as Non-Executive Independent (Part-time) Chairman of the Bank subject to the approval of Reserve Bank of India for a period of three years. Reserve Bank of India accorded their approval vide their letter DBR.Appt. No.9955/08.41.001/2018-19 dated May 27, 2019 for the appointment of Shri N S Srinath as Non-Executive Independent (Part-time) Chairman of the Bank for a period of three years with effect from May 27, 2019 on the terms and conditions as mentioned in the resolution. Shri N S Srinath has furnished declarations as required under the Act and the Rules made thereunder.

Shri N S Srinath is experienced Banker having over 35 years of rich experience in the banking industry. He has been on the Board of the Bank since 2012 as a Non-Executive Independent Director representing Majority Sector “Banking – Human Resources



Management". His long association with the Board of the Bank as also his enormous Banking experience will be of immense value to the Bank in his capacity as (Part-time) Chairman.

Shri N S Srinath was co-opted as an Additional Director on June 29, 2012 and was elected as a Director in the Annual General Meeting held on July 30, 2012. Pursuant to Sections 149 and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri N S Srinath was appointed as an Independent Director of the Bank, for a period of 3 years in the AGM held on July 23, 2014. Further in the AGM held on July 21, 2017, he was re-appointed for second term as an Independent director for further period up to June 28, 2020 in compliance with the provisions of Section 10A (2A) of the Banking Regulation Act, 1949.

In terms of Section 10A (2A) of the Banking Regulation Act, 1949, no director of a banking company, other than its Chairman or whole-time Director, by whatever name called, shall hold office continuously for a period exceeding eight years. In the extant case, Reserve Bank of India accorded their approval for the appointment of Shri N S Srinath as Non-Executive Independent (Part-time) Chairman of the Bank for a period of three years and being the Chairman of the Board, he is allowed to continue on the Board of the Bank beyond eight (8) years. As the second term of Shri N S Srinath as an Independent Director ends on June 28, 2020, Board recommends the continuation of his second terms as an Independent Director of the Bank co-terminus with his tenure as Non-Executive Independent (Part-time) Chairman of the Bank pursuant to the provisions of Section 149 of the Companies Act, 2013 and Section 10A (2A) of the Banking Regulation Act, 1949.

Based on the declaration received from him, that he meets the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Board is of the opinion that he fulfils the conditions for continuation of his second term as an Independent Director of the Bank and is independent of the management.

Your Directors, therefore, recommend to take on record the appointment of Shri N S Srinath (DIN: 01493217) as Non-Executive Independent (Part-time) Chairman of the Bank and to approve his terms and conditions of remuneration. Further Board also recommends the continuation of his second term as an Independent Director co-terminus with his tenure as Chairman of the Bank as set forth in Item Nos. 7 & 8 of this Notice. The brief profile of the Non-Executive Independent (Part-time) Chairman of the Bank is set out in the Additional Information.

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

**Item No. 09**

Smt CA K L Vijayalakshmi (DIN: 07116809), a Non-Executive Independent Director of the Bank, was co-opted as an Additional Director on March 22, 2015. She was appointed as a Director in the Annual General Meeting held on July 22, 2015.

Pursuant to the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Section 10 A (2A) of the Banking Regulation Act, 1949, Smt CA K L Vijayalakshmi was appointed as a Non-Executive Independent Director of the Bank for a period of three years at 97<sup>th</sup> Annual General Meeting held on July 21, 2016, the said three years term of appointment ends on July 20, 2019.

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

As Smt CA K L Vijayalakshmi is completing her four year and four months period on July 20, 2019 from the date of co-option and she may be re-appointed for a second term up to the completion of her continuous period of eight years in compliance of Section 10A(2A) of the Banking Regulations Act, 1949.

Smt CA K L Vijayalakshmi has furnished the consent for her re-appointment and declarations as required under the Act, Rules made thereunder. The NRC in its meeting held on May 10, 2019 made due diligence of declaration and undertaking submitted by Smt CA K L Vijayalakshmi 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 (6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Board is of the opinion that she fulfils the conditions for re-appointment as Independent Director and is independent of the management. Based on the skills, integrity, experience, knowledge and performance evaluation, Board appointed Smt CA K L Vijayalakshmi as Non-Executive Independent Director of the Bank for second term with effect from July 21, 2019 up to March 21, 2023, subject to the approval of the shareholders at the Annual General Meeting by passing a special resolution.

Your Directors, therefore, recommend the re-appointment of Smt CA K L Vijayalakshmi (DIN: 07116809) as a Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set forth in Item No. 9 of this Notice. The Brief Profile of the Director sought to be re-appointed as Non-Executive Independent Director is set out in the Additional Information.

Except Smt CA K L Vijayalakshmi 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.

#### **Item No. 10**

Dr K S Ravichandran (DIN: 00002713), a Non-Executive Independent Director of the Bank, was co-opted as an Additional Director on May 26, 2016. Pursuant to the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Section 10 A (2A) of the Banking Regulation Act, 1949, Dr K S Ravichandran was appointed as a Non-Executive Independent Director of the Bank for a period of three years at 97<sup>th</sup> Annual General Meeting held on July 21, 2016, the said three years term of appointment ends on July 20, 2019.

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

As Dr K S Ravichandran is completing his first term of appointment on July 20, 2019, he may be re-appointed for a second term upto the completion of his continuous period of eight years in compliance of Section 10A(2A) of the Banking Regulation Act, 1949.

Dr K S Ravichandran has furnished consent for his re-appointment and declarations as required under the Act, Rules made thereunder. The Board in its meeting held on May 15, 2019 made due diligence of declaration and undertaking furnished by Dr K S Ravichandran and found him to be 'fit and proper' in terms of criteria prescribed by the Reserve Bank of India for Directors of banks. Further based on the declaration received from him that he meets the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Board is of the opinion that he fulfils the conditions for re-appointment as independent Director and is independent of the management. Based on the skills, integrity, experience, knowledge and performance evaluation, Board appointed Dr K S Ravichandran as Non-Executive Independent Director of the Bank for second term with effect from July 21, 2019 upto May 25, 2024, subject to the approval of the shareholders at the Annual General Meeting by passing a special resolution.

Your Directors, therefore, recommends the re-appointment of Dr K S Ravichandran (DIN: 00002713) as a Non-Executive Independent Director of the Bank, not liable to retire by rotation, as set forth in Item No. 10 of this Notice. The Brief Profile of the Director sought to be re-appointed as Non-Executive Independent Director is set out in the Additional Information.

Except Dr K S Ravichandran and his 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 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:**

**Item No. 3**

**Brief Resume:**

Shri A K Praburaj (DIN: 07004825), aged 48 years, is a Commerce graduate and is one of the Promoters of the Bank. He was a Director of the Bank during the period December 04, 1997 to March 07, 2004. He is a dealer in Indian Oil Corporation and has interest in certain finance firms. He was co-opted as an Additional Director on December 09, 2014 and elected as Director in 96<sup>th</sup> AGM held on July 22, 2015. He is a Non-Executive Non-Independent Director of the Bank.

Nature of his experience in specific functional areas	Trade and Commerce
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	89,866 Equity Shares
No of Board Meetings attended during the year	18/18
Terms and conditions of appointment or re-appointment including remuneration	Non-Executive Non-Independent Director, liable to retire by rotation, eligible for sitting fees.
Sectoral Representation	Minority Sector "Trade & Commerce"
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

**Item No. 6**

**Brief Resume:**

Shri Sriram Rajan, (DIN: 02162118), aged 46 years, graduated with Bachelor of Engineering (Electrical Engineering) from Regional Engineering College (NIT) Bhopal (with distinction) and Post Graduate Diploma in Management from Xavier Institute of Management, Bhubaneswar.

Shri Sriram Rajan is a Technology professional with over 18 yrs of experience in the IT industry. His experience in the technology sector spans across Analytics, Cloud, Security, IoT, Middleware, Hardware, Software and Services. He believes that Software has the potential to transform businesses fundamentally - thereby infusing unprecedented growth and scale.

He has a proven track record of building and scaling large businesses his leadership style is collaborative and team-work oriented. He believes that 'People' are the cornerstones of an organization, and that leaders play a significant role in establishing a climate where they are invigorated to bring their best selves to work every day. He led, through his career, talent and people development from the front, by focusing on their skills and competencies.

He has experience spanning various aspects of the business – product management, leading channels and branches, P&L management, services delivery, fulfillment, customer satisfaction. In his last assignment at IBM he led the Analytics Platform business for the Asia Pacific markets. He is currently engaged in growing and scaling an organic farming business, with the vision to make available chemical free vegetables and fruits to customers; develop sustainable farms; help communities, in and around the farm, gain economic prosperity and make advancements in education.

He has completed a program in 'Executive Leadership' from Cornell University. He is certified across the entire range of IBM Analytics products, 'Watson Data Platform', Block Chain to name a few. His guiding career purpose is to create an impact in the IT industry, that is global in its applicability, and contribute significantly towards poverty alleviation, and children's education.

Nature of his experience in specific functional areas	Information Technology
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	2,500 Equity Shares
No of Board Meetings attended during the year	3/3
Terms and conditions of appointment or re-appointment including remuneration	Non-Executive Independent Director for a period of three (3) years, not liable to retire by rotation, eligible for sitting fees.
Sectoral Representation	Majority Sector 'Information Technology'
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

#### Item Nos. 7 & 8

#### Brief Resume:

Shri N S Srinath (DIN: 01493217), aged 67 years, is a graduate in Science and Law and a Certified Associate of the Indian Institute of Bankers. He holds certificate in Industrial Finance. He started his career in Banking by joining Canara Bank in the year 1970 and worked in the Bank in the various geographical regions viz., Bihar, Karnataka, Tamil Nadu and New Delhi. He was elevated to various cadres between 1970 to April 2006 and worked in the Bank as a General Manager in charge of Personnel Wing at its Head Office at Bangalore from May 2006. In Canara Bank, he has served in different locations, worked in various administrative offices (Head Office and Circle Office) departments like Development, Internal Control, Recovery, Information Technology, Credit, Operations, HR, etc., besides banking operations. He was instrumental in implementing ERP solutions in Canara Bank and has deep insight into leveraging technology and optimization of Human Resources Management.

He was appointed as an Executive Director of the Bank of Baroda, a whole time Directorship as Government of India Nominee from December 07, 2009, a post which he had held up to his retirement on May 31, 2012. In Bank of Baroda, being executive Director, besides the Board responsibilities, he was in charge of HR, Recovery, SME, Priority Sector Lending, International operations, Retail Lending. Bank of Baroda won the Best Bank award among Public Sector Banks for the performance for the year 2011.

He was Chairman on the Boards of Bank of Baroda (Trinidad and Tobago) Limited and Bank of Baroda Ghana Limited, wholly owned subsidiaries of Bank of Baroda till May 31, 2012 and was also on the Board of India Infrastructure Finance Company (UK) Limited from December 01, 2010 till October 31, 2011.

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

Nature of his experience in specific functional areas	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.
Shareholding	3,463 Equity Shares
No of Board Meetings attended during the year	18/18



Terms and conditions of appointment or re-appointment including remuneration	Non-Executive Independent (Part-time) Chairman of the Bank for a period of three (3) years, not liable to retire by rotation, eligible for sitting fees & remuneration as detailed in the resolution.
Sectoral Representation	Majority Sector "Banking – HRM"
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

#### Item No. 9

##### Brief Resume:

Smt CA K L Vijayalakshmi (DIN: 07116809), aged 54 years, is a graduate in Business Management from University of Mysore and Fellow Member of the Institute of Chartered Accountants of India. She is a Partner in M/s Khicha and Prabu Kesavan, Chartered Accountants, Coimbatore since 1995. She has more than 28 years of experience in various Statutory Audits, Bank Branch Audits, Concurrent Audits, Income Leakage Audits, Stock Audits etc., and Audit of Public Sector Undertakings, Branch Audit of Insurance companies. She also has rich experience in providing taxation and Project Advisory for SMEs. Currently she is a Non-Executive Independent Director of the Bank.

Nature of her experience in specific functional areas	Practising Chartered Accountant
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	3,207 Equity Shares
No of Board Meetings attended during the year	17/18
Terms and conditions of appointment or re-appointment including remuneration	Non-Executive Independent Director of the Bank for a period commencing from July 21, 2019 to March 21, 2023, not liable to retire by rotation, eligible for sitting fees.
Sectoral Representation	Minority sector "Commerce & Special Knowledge -Accountancy"
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

#### Item No. 10

##### Brief Resume:

Dr K S Ravichandran (DIN: 00002713), aged 57 years, holds a Masters in Commerce, a Bachelor in Law, a Fellow Member of the Institute of Company Secretaries of India, a Diploma in Electronics and Radio Communication Engineering and a Diploma in Technology. He was awarded a doctorate from the Department of Management, Alagappa University on Prosecution of Directors under Company Law and Criminal Law in India & UK. He had served the Indian Air Force for over 9 years specializing in Russian Radar Systems. He is the Founder and Managing Partner of M/s KSR & Co Company Secretaries LLP.

He specializes in Corporate Laws, Insolvency and Bankruptcy Code, 2016, Intellectual Property Rights and Arbitrations and appears regularly before various Tribunals, Appellate Tribunals, Regulators and Adjudicating Authorities. Many cases argued by him have been reported in leading law journals. He was one of the longtime member of the Secretarial Standards Board of the Institute of Company Secretaries of India.



He is a member of International Association for Protection of Intellectual Property Rights; INSOL International, a global organization of corporate insolvency professionals and Chartered Institute of Arbitrators, UK. He is the Co-Chairman of the Karnataka Council of ASSOCHAM. He has authored more than 500 Articles and 7 books, the latest being on “Contraventions under Corporate Laws”. He has addressed in more than 300 seminars and conferences. Currently, he is a Non-Executive Independent Director of the Bank.

Nature of his experience in specific functional areas	Practising Company Secretary
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	3,248 Equity Shares
No of Board Meetings attended during the year	15/18
Terms and conditions of appointment or re-appointment including remuneration	Non-Executive Independent Director of the Bank for a period commencing from July 21, 2019 to May 25, 2024, not liable to retire by rotation, eligible for sitting fees.
Sectoral Representation	Majority Sector “Law”
Names of the listed entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board	Directorships: Nil Memberships of Committees: Not Applicable

By order of the Board  
For the Karur Vysya Bank Limited

Place: Karur  
Date: 28.05.2019

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



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## PHYSICAL BALLOT FORM

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

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-Voting/Physical Ballot for the business stated in the 100<sup>th</sup> AGM Notice of the Bank by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	Type of resolution (Ordinary/Special)	No. of Shares held	I assent to the resolution (FOR)	I dissent to the resolution (AGAINST)
1	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon	Ordinary			
2	Declaration of Dividend on equity shares	Ordinary			
3	Appointment of Director in the place of Shri A K Praburaj (DIN: 07004825), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary			
4	Re-appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants, Kochi, (Registration No. 001076N/N500013) as the Statutory Auditors of the Bank and fixation of remuneration thereof	Ordinary			
5	Appointment of Branch Auditors of the Bank and fixing their remuneration	Ordinary			
6	Appointment of Shri Sriram Rajan (DIN: 02162118) as a Non-Executive Independent Director	Ordinary			
7	Taking on record the appointment of Shri N S Srinath (DIN: 01493217) as a Non-Executive Independent (Part-time) Chairman of the Bank and to approve his remuneration	Ordinary			
8	Continuation of Second term of appointment of Shri N S Srinath (DIN: 01493217) Non-Executive Independent (Part-time) Chairman of the Bank as a Non-Executive Independent Director	Special			
9	Re-appointment of Smt CA K L Vijayalakshmi (DIN: 07116809) as a Non-Executive Independent Director for second term	Special			
10	Re-appointment of Dr K S Ravichandran (DIN: 00002713) as a Non-Executive Independent Director for second term	Special			

Place :

Date :

(Signature of Member)

**NOTE:** Kindly read the instructions printed overleaf before filling the form.

Last date for receipt of Physical Ballot Form by Scrutinizer is **Wednesday, the July 17, 2019, 5.00 pm.**



### INSTRUCTIONS FOR VOTING THROUGH PHYSICAL BALLOT

1. Physical Ballot Form is being provided to facilitate members, who do not have access to e-Voting facility provided by the Bank for the 100<sup>th</sup> AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Members may send their assent or dissent in writing for the business stated in the notice.
2. A Member desiring to exercise his/her vote by Physical Ballot Form should complete this Physical Ballot form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 6 below at the address Shri Solaiyappan Scrutinizer, C/o S.K.D.C. Consultants Limited, (Unit: The Karur Vysya Bank Limited), "Kanapathy Towers", 3rd Floor, 1391/A1, Sathy Road, Ganapathy Post, Coimbatore – 641006. Postage will be borne and paid by the Bank. Envelopes containing Physical Ballots, if deposited in person or sent by courier at the expenses of the Members will also be accepted.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Bank and the address at which the Physical Ballot Form is to be sent.
4. The Physical Ballot form should be completed and signed by the Members. In the case of joint shareholding, this form should be completed and signed by the first named Member and in his absence, by the next named Member(s). Unsigned Physical Ballot Forms will be rejected. The signature on the Physical Ballot Form must tally with the specimen signature registered with the Bank.
5. Where the Physical Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Physical Ballot should accompany the Physical Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Physical Ballot Form.
6. Duly completed Physical Ballot Forms should reach the Scrutinizer not later than **5.00 p.m. on July 17, 2019**. Any Physical Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
7. A Member may request for a duplicate Physical Ballot Form, if so required. However the duly filled in duplicate Physical Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. 6 above.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Member on **Thursday, July 11, 2019**, which is the Cut-off date fixed for this purpose.
9. Members are requested not to send any other paper along with the Physical Ballot Form in the enclosed self-addressed postage pre-paid envelope and any extra paper found in such envelope would be destroyed by the Scrutinizer. A Member need not use all the votes nor does he need to cast all the votes in the same way.
10. There will be only one Physical Ballot Form for every folio irrespective of the number of joint member(s).
11. The Scrutinizer's decision on the validity of a Physical Ballot will be final and binding. Any Incomplete, unsigned or incorrect Physical Ballot Forms will be rejected.
12. The right of e-Voting and Physical Ballot Form through post shall not be exercised by a Proxy.
13. Members may please note that they have to vote through anyone of the modes viz: e-Voting, Physical Ballot through post or voting at AGM venue. **Members who have already voted prior to the Meeting Date would not be entitled to vote at the Meeting Venue.**

**Form No. SH-13**  
**Nomination Form**

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,  
**The Karur Vysya Bank Limited**  
Registered & Central Office,  
No. 20, Erode Road, Vadivel Nagar,  
L.N.S., Karur - 639002

I/We.....the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

(2) PARTICULARS OF NOMINEE/S –

- |                                      |  |
|--------------------------------------|--|
| (a) Name:                            | (b) Date of Birth: __/__/____              |
| (c) Father's/Mother's/Spouse's name: | (d) Occupation:                            |
| (e) Nationality:                     | (f) Address:                               |
| (g) e-Mail id:                       | (h) Relationship with the security holder: |

Signature of the Nominee

(3) IN CASE NOMINEE IS A MINOR –

- |                          |                                |
|--------------------------|--------------------------------|
| (a) Date of birth:       | (b) Date of attaining majority |
| (c) Name of guardian:    |                                |
| (d) Address of guardian: |                                |

Signature of the Nominee

Name of the Security Holder:			
Signature of Security Holder:			
Name & Address of the Witness:			
Signature of witness:			



**FOR OFFICE USE ONLY**

Nomination Registration Number:	
Date of Registration:	
Checked by and Signature of Emp.:	

**INSTRUCTIONS**

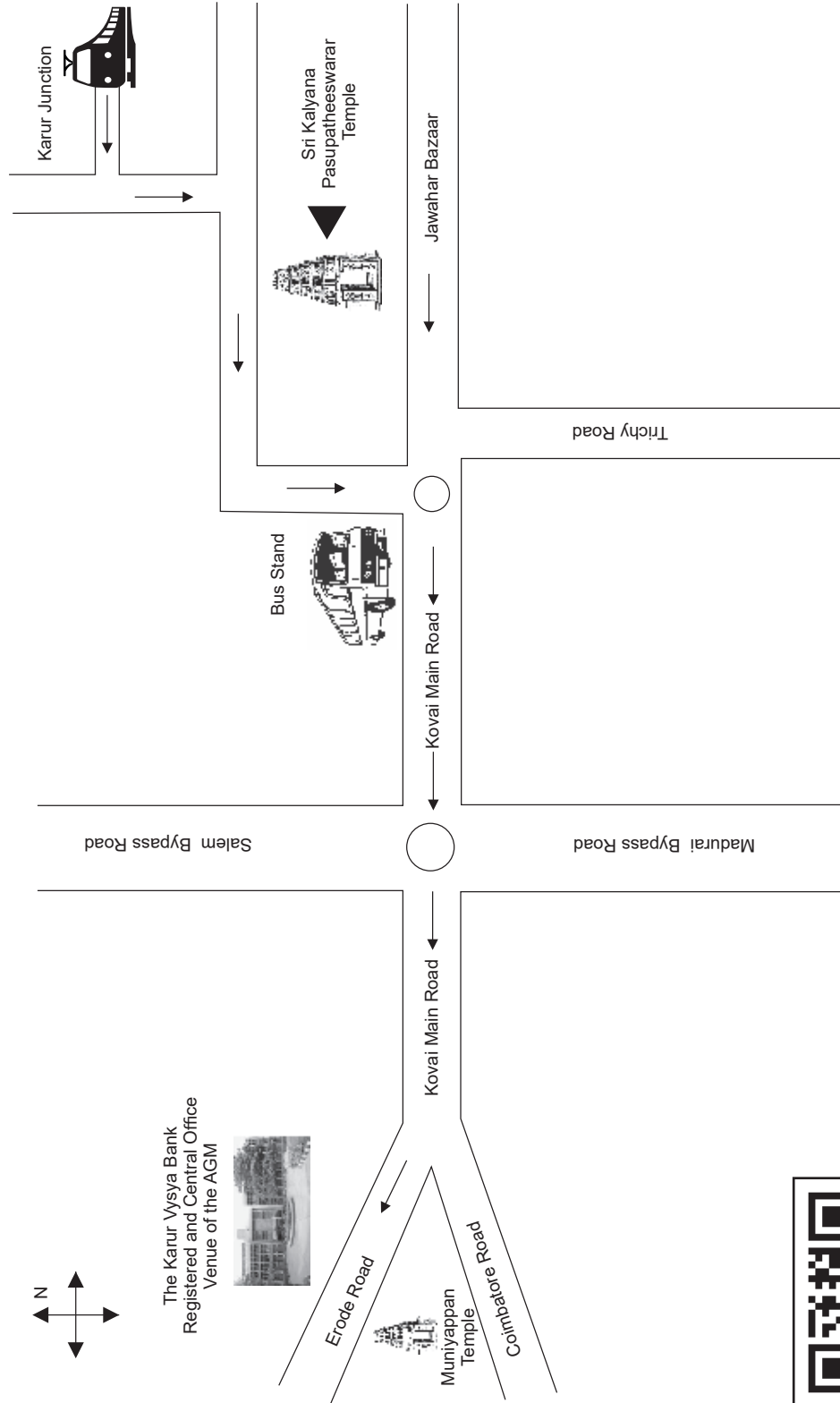
1. Please read the instructions given below carefully before filling up the Nomination form. If it is not filled up as per instructions, the same will be rejected.
2. The Nomination can be made only by individuals holding shares on their own behalf singly or jointly. Non-individuals including society, trust, body corporate, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the shares are held jointly, all joint holders will sign the nomination form. Nomination forms shall be valid only if it is signed by all the holders. Space is provided as specimen, if there are more joint holders more sheets can be added for signatures of holders of shares and witness.
3. Separate Nomination form should be used for each ledger Folio irrespective of the number of shares held under the Folio.
4. A minor can be nominated by a holder of shares and in that event the name and address of the guardian shall be given by the holder.
5. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis (Subject to the approval of RBI as applicable).
6. Nomination stand rescinded upon transfer of share.
7. Transfer of share in favour of a nominee shall be a valid discharge by the Bank against the legal heirs.
8. The Nomination will be registered only when it is complete in all respects including the signature(s) of (a) all registered holders (as per specimen lodged with the Bank) and (b) the nominee.







Map Showing Location of the Venue of the 100th Annual General Meeting of the Karur Vysya Bank Limited



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

