

IRC: F48:174:438:2022

30.11.2022

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

The Manager,
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

In terms of Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the Postal Ballot Notice dated November 22, 2022, along with the Explanatory Statement (“Postal Ballot Notice”), dispatched today, for seeking the approval of Members of The Karur Vysya Bank Limited (“Bank”) on the Special Business stated below, by passing the resolution through Postal Ballot (only through remote e-voting process), pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 02/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India any other applicable law, rules and regulations:

Particulars (Special Business)	Type of Resolution
Re-appointment of Shri K G Mohan (DIN: 08367265) as Non-Executive Independent Director for second term	Special resolution

THE KARUR VYSYA BANK LIMITED
Investor Relations Cell, Registered & Central Office,
No.20, Erode Road, Vadivel Nagar, L.N.S.,
Karur - 639 002.
©: 04324-269431,35,40-43, Fax: 04324-225700
Email: kvbshares@kvbmail.com
Website: www.kvb.co.in
CIN: L65110TN1916PLC001295

In compliance with the applicable circulars, the Bank has completed the dispatch of Postal Ballot Notices only through email, to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, November 25, 2022 (“Cut-off date”) received from the Depositories and whose email addresses were registered with the Depository Participants (“DP”) or with the Bank or Registrar & Share Transfer Agent (“RTA”) of the Bank as on the cut-off date. Members holding shares in physical mode and who have not updated their email addresses with the Bank/RTA/DP 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.

As per the provisions of the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting. 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	Thursday, December 01, 2022 (10.00 A.M. IST)
Date and time of conclusion of remote e-Voting	Friday, December 30, 2022 (05.00 P.M. IST)

The results of the Postal Ballot will be announced within two (2) working days from the conclusion of remote e-voting. The results of the remote e-voting and the Scrutinizer’s report will be placed on the Bank’s website at www.kvb.co.in, on the website of NSDL at www.evoting.nsdl.com and will be communicated to the Stock Exchange(s).

Kindly take the same on record.

Yours faithfully,

Srinivasarao M
Company Secretary &
Deputy General Manager

Encl: As Above

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 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. 3/2022 dated 05.05.2022 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 and No. 20/2021 dated 08.12.2021 (**“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), for approval of the members of The Karur Vysya Bank Limited (**“the Bank”**) through postal ballot by voting through electronic means (**“remote e-Voting”**) as a Special Resolution set out hereunder.

SPECIAL BUSINESS:

To approve the re-appointment of Shri K G Mohan (DIN: 08367265), as Non-Executive Independent Director of the Bank, for second term.

To consider and, if thought fit, to give assent/dissent to the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152,161 and 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 the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, Regulations 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Bank, Shri K G Mohan (DIN: 08367265) be and is hereby re-appointed as Non-Executive Independent Director of the Bank to hold office for second term of three (3) years with effect from October 12, 2022 to October 11, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Bank be and are 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**

Date : 22.11.2022
Place : Karur

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

NOTES:

1. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment also forms part of this Notice.
2. 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 **Friday, November 25, 2022** (“cut-off date”) received from the Depositories and whose e-mail addresses are registered with the Bank’s RTA / Depositories. This Postal Ballot Notice shall be available on the Bank’s website at www.kvb.co.in and also on the website of National Stock Exchange of India Limited at 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. Physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members.
3. 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.
4. 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. **Friday, November 25, 2022** 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.
5. 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.
6. The remote e-Voting facility will be available during the following period:

Commencement of e-Voting:	Thursday, December 01, 2022 (10.00 a.m. IST)
End of e-Voting:	Friday, December 30, 2022 (05.00 p.m. IST)

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., **Friday, November 25, 2022** may cast their vote electronically. The remote e-Voting facility will be blocked by NSDL immediately after **05.00 p.m. IST on Friday, December 30, 2022**. 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.

7. 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.
8. 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 with a copy marked to evoting@nsdl.co.in.
9. 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 published on the website of the Bank at www.kvb.co.in and on the website of e-Voting Agency at 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.

10. The resolution, if approved, shall be deemed to have been passed on **Friday, December 30, 2022** 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 it has been passed at a General Meeting of the shareholders.
11. 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. **Friday, December 30, 2022**. Members who wish to inspect such documents are requested to send an email to 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.
12. The Members of the Bank whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on **Friday, November 25, 2022** (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with the Bank/Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.

13. PROCEDURE TO UPDATE E-MAIL DETAILS, MOBILE NUMBER, PAN, KYC DETAILS AND BANK ACCOUNT MANDATE IN FOLIO NO./DP&CLIENT ID:

In terms of SEBI Circulars dated November 03, 2021 and December 14, 2021 on Common and Simplified Norms for processing investor’s service request (Physical Shareholders) by RTAs and norms for furnishing PAN, KYC details & Nomination, it shall be mandatory for all holders of physical securities in listed entity to furnish/update PAN, Nomination, Address, Mobile Number, e-Mail Address, Bank Account mandate and Specimen Signature by submitting prescribed Forms viz., ISR-1, ISR-2, SH-13, etc., as the case may be. The format of said Forms are available at www.skdc-consultants.com → Investor Services → Downloads → General → Formats for KYC and also available at www.kvb.co.in → Investor Corner → Share Holder FAQ. The folios wherein any one of the cited document / details are not available on or after April 01, 2023 shall be frozen by the RTA. The RTA shall mark the frozen folios to normal status upon receipt of all the aforesaid documents or dematerialisation of all the securities in such folios.

Hence, we request the members of the Bank, who have not registered their PAN, Nomination, Address, Mobile Number, e-Mail Address, Bank Account mandate and Specimen Signature, to update the same in the following manner:

a) For the shares held in physical form	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 S.K.D.C. Consultants Ltd, addressed at (Unit: The Karur Vysya Bank Ltd) “Surya” 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.
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.

14. 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is A001** and EVEN is 122961 then user ID is 122961A001**

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) 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 by 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'.
 - (ii) 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:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) 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 their 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 with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting 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 green@skdc-consultants.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to kvb_sig@kvbmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 subject matter of the Notice.

The Members of the Bank vide Resolution passed at the 101st Annual General Meeting held on September 23, 2020 approved the appointment of Shri K G Mohan (DIN: 08367265) as Non-Executive Independent Director for a period from 01.02.2020 to 11.10.2022 for the first term. The said period of first term was fixed in tune with the extant guidelines of Reserve Bank of India (“RBI”) and as per fit and proper criteria policy of the Bank as Shri K G Mohan was attaining 70 years of age on October 12, 2022, being maximum age for a Director in the Bank.

Further RBI vide its circular DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021 has extended the upper age limit for Non-Executive Directors to 75 years. Accordingly the fit and proper criteria policy of the Bank has been amended to incorporate the requirements specified in the said RBI Circular. 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.

Shri K G Mohan is a senior Information Technology professional having around four decades of corporate experience, as well as independent technology professional post retirement. Currently, he is Chairman of the “IT Strategy & Digital Transaction Monitoring Committee” and Member of “Customer Service and Stakeholders Relationship Committee”, “Nomination and Remuneration Committee” & “Special Committee for Fraud Monitoring”. Further, he has also served as member of “Audit Committee”. As Member of the Board & as member of various Committees he has immensely contributed to the refinement of systems & process of the Bank. As Chairman of the “IT Strategy & Digital Transaction Monitoring Committee”, he bestowed keen attention on evolving the IT landscape of the Bank and has suggested many strategies during the course of the Board/Board level Committee meetings.

Considering Shri K G Mohan’s skills, rich experience, integrity, knowledge, continued valuable contribution, performance during his first term and outcome of performance evaluation of the Independent Directors, the Board felt that his continued association as an Independent Director would be beneficial to the Bank’s growth. Accordingly the Board of Directors of the Bank at their meeting held on September 22, 2022, re-appointed Shri K G Mohan, for second term of three years with effect from October 12, 2022, as an Additional Director under Independent category subject to the approval of Members of the Bank.

Shri K G Mohan has given his consent to act as a Director of the Bank. Further he is not disqualified from being appointed as a Director, in terms of Section 164 of the Companies Act, 2013 and 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. The Bank has received a declaration from Shri K G Mohan confirming that he meets the criteria of independence under the Act and SEBI LODR. In the opinion of the Board, Shri K G Mohan fulfils the conditions specified in the Act and rules made thereunder and SEBI LODR, for his re-appointment as an Independent Director of the Bank and he is independent of the management.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Shri K G Mohan has enrolled his name in the online databank of Independent Directors maintained by the Indian Institute of Corporate Affairs and has passed the online proficiency self-assessment test.

Regulation 17(1C) of the SEBI LODR stipulates that approval of shareholders for appointment/re-appointment of a person on the Board of Directors by a listed entity, is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25(2A) of the SEBI LODR, the appointment/re-appointment of an independent director shall be subject to the approval of shareholders by way of a special resolution. Keeping in view the above referred provisions, the approval of the Members of the Bank is being sought, by way of this Postal Ballot for the re-appointment of Shri K G Mohan as a Non- Executive Independent Director of the Bank.

Your Directors, therefore, recommends the re-appointment of Shri K G Mohan (DIN: 08367265) as a Non-Executive Independent Director of the Bank, not liable to retire by rotation. The Brief Profile of Shri K G Mohan is set out in the Additional Information.

Except Shri K G Mohan 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 (3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and Secretarial Standard-2 (“SS-2”) with respect to the Director, seeking re-appointment:

Name	Shri K G Mohan
DIN	08367265
Educational Qualification	B.Tech (Chemical Engineering) - IIT Madras, Post Graduate Diploma in Industrial Engineering - NITIE
Date of Birth (Age in years)	12.10.1952 (70 Years)
Brief Profile	<p>Shri K G Mohan is a senior Information Technology professional with hands on experience of more than four decades in business management and transformation exercise, strategic deployment and cyber security framework using technology in various business processes to organizations. He mixes sharp business sense and experienced leadership skills with international operating experience in strategic IT Business value delivery.</p> <p>He is an IIT Madras alumni with a PGDIE from NITIE. He held varied global IT leadership positions at FMCG giant Unilever for 27 years and subsequently at Healthcare leader Johnson & Johnson for 4 years.</p> <p>At Unilever he held the positions of VP IT, VP IT & CIO for South Asia / Africa and Global VP IT for Networking and Telecommunication. At J&J, he was the VP IT and CIO for Asia Pacific, working out of Singapore.</p> <p>He was a Member of Asia Pacific Business Board for J&J Medicals and a Member of Global IT Leadership Teams at Unilever and Johnson & Johnson. He has led several business transformation exercises using technology, renegotiated global contracts, set up shared service facilities and developed global IT Teams across countries.</p> <p>Currently, he is the Managing Partner of ASIMA Consulting LLP providing consulting inputs in the strategic deployment of technology to various organizations. He is also a Partner with Social Venture Partner Philanthropy Foundation and works for enhancing livelihood for the underprivileged.</p> <p>Expertise includes:</p> <ul style="list-style-type: none"> -Transforming business by leveraging appropriate technology -Developing IT Strategy and implementation roadmap -Conceiving and setting up shared business processes and technology capabilities -Partnering with CXOs to innovate business solutions -Evaluating IT capabilities for due diligence in M&As -Mentoring technology teams to enhance their impact
Date of appointment on the Board	He was co-opted as an Additional Director under Independent Category on 01.02.2020 and appointed as Non-Executive Independent Director for a period from 01.02.2020 to 11.10.2022 for the first term in the 101 st AGM of the Bank held on 23.09.2020.

Nature of his experience in specific functional areas	More than four decades of corporate working experience in Information Technology with large multinationals as well as independent technology professional post retirement.
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
No of Board Meetings attended during the year (FY 2021-22)	13/14
Terms and conditions of appointment or re-appointment including remuneration	Re-appointment as Non- Executive Independent Director of the Bank for second term of three (3) years, w.e.f. October 12, 2022, not liable to retire by rotation, eligible for sitting fees & profit related commission.
Last drawn remuneration (For the FY 2021-22)	₹ 19.20 Lakh as sitting fees
Names of the entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Directorships: Nil Memberships of Committees: Not Applicable Listed entities directorships in past three years: Nil
Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949. The manner in which the proposed Independent Director meets such requirements.	Majority Sector - Business Management, Cyber Security and Information Technology He is a senior Information Technology professional with hands on experience in business management and transformation exercise, strategic deployment and cyber security framework using technology in various business processes to organizations. He mixes sharp business sense and experienced leadership skills with international operating experience in strategic IT Business value delivery.