



NOTICE OF THE 106TH ANNUAL GENERAL MEETING

THE KARUR VYSYA BANK LIMITED

Registered & Central Office, No. 20, Erode Road, Vadivel Nagar, L.N.S., Karur 639002
[CIN No: L65110TN1916PLC001295] [e-Mail: kvb_sig@kvbmail.com]
[Website: www.kvb.co.in] [Tel No: 04324-269440-42]

IMPORTANT DATES

EVENT	PARTICULARS
RECORD DATE FOR DIVIDEND	August 07, 2025
COMMENCEMENT OF REMOTE E-VOTING	August 17, 2025 (10.00 A.M .IST)
END OF REMOTE E-VOTING	August 20, 2025 (05.00 P.M.IST)
DATE AND TIME OF AGM	August 21, 2025 (11.00 A.M.IST) through VC/OAVM
RECORD DATE FOR BONUS	August 26, 2025

NOTICE

Notice is hereby given that the One Hundred and Sixth (106th) Annual General Meeting ("**AGM**") of the Members of The Karur Vysya Bank Limited ('the Bank') will be held on Thursday, August 21, 2025 at 11.00 A.M (IST) through **Video Conferencing/ Other Audio Visual Means ('VC/OAVM')** in accordance with the relevant circulars issued by Ministry of Corporate Affairs and SEBI to transact the following businesses:

ORDINARY BUSINESSES:

- To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended March 31, 2025 and Reports of the Board of Directors and Auditors thereon.**

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

"RESOLVED THAT pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Section 29 and other applicable provisions, if any, of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') in this regard, from time to time, the audited financial statements of the Bank for the financial year ended March 31, 2025 including the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2025 along with the report of the Auditors and the Board of Directors thereon, as circulated to the Members and laid before the Meeting, be and are hereby received, considered and adopted.

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."

- To declare dividend of ₹ 2.60/- per equity share of the Bank for the FY 2024-25.**

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

"RESOLVED THAT pursuant to the provisions of Section

123 and other applicable provisions, if any, of the Companies Act, 2013 and Section 15 and other applicable provisions, if any, of the Banking Regulation Act, 1949 and other applicable circulars, guidelines issued by the Reserve Bank of India, in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) a dividend at the rate of ₹ 2.60 (Two rupees Sixty paise) per equity share having face value of ₹ 2 (Rupees two only) each fully paid-up (i.e. 130%), as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025, and the same be paid out of the profits of the Bank for the financial year ended March 31, 2025.

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."

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

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India, from time to time and relevant clauses of Articles of Association of the Bank, Shri R Ramkumar (DIN: 00275622), Non-Executive Non-Independent director who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Non-Executive Non-Independent Director of the Bank, 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."

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4. To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s. Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) as Joint Statutory Central Auditors of the Bank and fix their remuneration for second year.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the provisions of Section 30 of the Banking Regulation Act, 1949 and guidelines issued by Reserve Bank of India for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) including any amendment, modification, variation or re-enactment thereof for the time being in force, M/s Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) be and are hereby re-appointed as Joint Statutory Central Auditors of the Bank to hold office for the FY 2025-26, subject to the approval of Reserve Bank of India from the conclusion of this Annual General Meeting until the conclusion of next (i.e., 107th) Annual General Meeting of the Bank on such terms and conditions, including an overall annual remuneration/fees of ₹ 1,30,00,000 (Rupees One Crore and Thirty Lakhs only) plus out of pocket expenses not exceeding 10% of the fees and applicable taxes with the power to the Board including Audit Committee thereof to alter and vary the terms and conditions of appointment, the remuneration, etc., including by reason of necessity on account of conditions as may be stipulated by Reserve Bank of India and /or any other statutory authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Central Auditors.

RESOLVED FURTHER THAT the Audit Committee of the Board/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/Chief Financial Officer to take necessary actions on behalf of the Bank in this regard.”

SPECIAL BUSINESSES:

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

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

“RESOLVED THAT pursuant to Sections 139, 143(8) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules as amended from time to time, if any, and the applicable provisions of the Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by the Reserve Bank of India, Board of Directors of the Bank, (“Board”) in consultation with Joint Statutory Central Auditors, be and are hereby authorised to appoint the Branch Auditors for the FY 2025-26, who are qualified to act as Auditors including Joint Statutory Central Auditors and to fix their remuneration and out of pocket expenses, based on the recommendations of the Audit Committee of the Board.

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/Chief Financial Officer to take necessary actions on behalf of the Bank in this regard.”

6. To appoint M/s S.A.E. & Associates LLP, Company Secretaries, as Secretarial Auditors of the Bank for a term of five consecutive years from the FY 2025-26 to FY 2029-30.

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Bank, consent of the members of the Bank be and is hereby accorded to appoint M/s S.A.E. & Associates LLP, Company Secretaries,

NOTICE (Contd.)

Chennai (Firm Registration No. L2018TN004700) as the Secretarial Auditor of the Bank for a period of five (5) consecutive years, from FY 2025-26 to FY 2029-30, for conducting Secretarial Audit of the Bank, at a remuneration of ₹2,25,000/- plus applicable taxes and out of pocket expenses for FY 2025-26 with 10% increase in last drawn fees every year thereafter till FY 2029-30.

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.”

7. To approve remuneration payable to Dr Meena Hemchandra (DIN: 05337181) for the position of Non-Executive Independent (Part-time) Chairperson of the Bank for the second term of three years.

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

“RESOLVED THAT pursuant to approval accorded by Reserve Bank of India (RBI) vide letter dated May 09, 2025, in terms of Section 10B(1A)(i) of the Banking Regulation Act, 1949 and guidelines, circulars issued by the Reserve Bank of India from time to time, applicable provisions of the Companies Act, 2013 and the rules made thereunder, 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 relevant clauses of the Articles of Association of the Bank, consent of the Members of the Bank be and is hereby accorded to the following terms and conditions including remuneration payable to Dr Meena Hemchandra (DIN: 05337181) as Non-Executive Independent (Part-time) Chairperson of the Bank, for a second term of three (3) years effective from July 25, 2025 to July 24, 2028;

S. No	Particulars	Proposed
1	Remuneration/Honorarium	Consolidated Pay of ₹30 Lakhs Per annum (₹2.50 lakh per month)
Perquisites		
2	Use of Bank's Car	Free use of Banks car for official purpose

S. No	Particulars	Proposed
3	Telephone	Residential phone with Mobile
4	Travelling and halting allowances	As applicable to Bank's other directors as per RBI Circular No.BC.54/08.95.004/98 dated June 10, 1998.
5	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.
6	Sitting fees for attending Board/Committee meetings	As applicable to other Non-Executive Directors of the Bank.

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.”

8. To approve Karur Vysya Bank Employee Stock Option Scheme – 2025.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory amendment thereto or re-enactment thereof), the Banking Regulation Act 1949, Regulation 6 and other applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEB & SE) Regulations, 2021”] if any, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations”], applicable provisions of the RBI Circular No. RBI/2019-20/89DOR.Appt.BC.No.23/29.67.001/2019-20 dated November 4, 2019 read with RBI circular No. DOR.GOV. REC.44/29.67.001/2021-22 dated August 30, 2021, and any other applicable circulars issued by Reserve Bank of India in this regard, as amended from time to time and relevant clauses of the Memorandum of Association and Articles of Association of the Bank and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) /

NOTICE (Contd.)

institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Members of the Bank be and is hereby accorded for approval of Karur Vysya Bank Employee Stock Option Scheme – 2025 (“KVB-ESOP-2025/ Scheme”) and the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution), be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches not exceeding 3,00,00,000 (three crore) Employee Stock Options (“Options”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Bank as may be applicable from time to time) to or for the benefit of Employees and Whole-time/Executive Directors of the Bank and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than 3,00,00,000 (three crore) Equity Shares (“Shares”) of face value of ₹ 2/- each, on such terms and Conditions in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee (“NRC”) of the Bank who shall have all necessary powers as defined in the KVB ESOS 2025 Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021 and applicable RBI Guidelines for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment.

RESOLVED FURTHER THAT the new Equity Shares, to be issued and allotted by the Bank under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Bank.

RESOLVED FURTHER THAT the Bank shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price in a fair and reasonable manner, in accordance with the Scheme.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

9. To increase the authorised share capital of the Bank and consequent alteration of the capital clause of Memorandum of Association.

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made there under, the relevant provisions of the Banking Regulation

NOTICE (Contd.)

Act, 1949, the rules, circulars, directions and guidelines issued by the Reserve Bank of India ('RBI'), (including any statutory modification(s) or re-enactment thereof for the time being in force), such other statutes, laws, and the relevant clauses of Memorandum and Articles of Association of the Bank and subject to such other approvals/consents/permissions/sanctions, if any, as the case may be necessary in this respect, the consent of the Members be and is hereby accorded to increase the authorised share capital of the Bank by creation of additional 25,00,00,000 (Twenty-Five Crore) equity shares of ₹ 2/- (Rupees two only) each:

From	To
₹ 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 100,00,00,000 (One Hundred Crore) equity shares of ₹ 2/- (Rupees two only) each	₹ 250,00,00,000/- (Rupees Two hundred and Fifty Crore only) divided into 125,00,00,000 (One Hundred and Twenty-Five Crore only) equity shares of ₹ 2/- (Rupees two only) each

RESOLVED FURTHER THAT the Memorandum of Association of the Bank be and is hereby altered by substituting the existing Clause 5 thereof by the following new 'Clause 5':

"5. The Authorised Share Capital of the Bank is ₹ 250,00,00,000/- (Rupees Two hundred and Fifty Crore only) divided into 125,00,00,000 (One Hundred and Twenty-Five Crore only) equity shares of ₹ 2/- each with power to increase, reduce or modify the said capital from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with RBI or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee/Director(s)/Officer(s) of the Bank."

10. To approve Issue of Bonus Shares.

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

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made there under, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI) from time to time, the relevant clauses of the Articles of Association of the Bank, and on the recommendation of the Board of Directors of the Bank, and subject to such approvals, permissions and sanctions as may be necessary from appropriate authorities as may be required in this regard, consent of the Members be and is hereby accorded to the Board of Directors of the Bank for capitalisation of such sums standing to the credit of the Securities Premium Account, as may be considered appropriate by the Board, for the purpose of the issue of bonus equity shares of ₹ 2/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Bank whose names appear in the Register of Members maintained by the Bank/List of Beneficial Owners as received from respective Depositories, on Record date i.e. August 26, 2025, in consideration of their said holding in the ratio of 1:5 i.e., one (1) equity share of ₹ 2/- each for every five (5) equity shares of ₹ 2/- each held by the Members.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and with respect to the Members holding physical equity shares as on the Record Date, the Bank shall credit the bonus equity shares to a new demat escrow account and thereafter credit the bonus equity shares to the beneficiary demat accounts of the respective Members upon receipt of requisite documents and further that the voting rights of bonus equity shares held in the escrow demat account shall remain frozen.

RESOLVED FURTHER THAT the issue and allotment of the bonus shares to the extent that they relate to shares held in abeyance category, in accordance with relevant statutory provisions shall also be held in abeyance in line with ratio proposed.

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RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Bank as existing on such Record Date.

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments due to the aforesaid issue of Bonus shares with respect to the employee stock options ("ESOPS") of the Bank, effective as on the Record Date, pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding ESOPS and the number thereof (vested but not exercised and unvested stock options including lapsed and forfeited ESOPS available for re-issuance), and the number of ESOPS available for future grant(s) as on the Record Date shall be proportionately adjusted under the

"KVB-ESOS-2011 and KVB-ESOS-2018" ("Schemes") of the Bank.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of relevant regulatory authority.

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

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

By order of the Board

For the **Karur Vysya Bank Limited**

Srinivasa Rao M

Company Secretary

(Membership No. ACS 19189)

Place: Karur

Date: July 24, 2025

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NOTES

1. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 08, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its recent circular SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred to as "SEBI Circulars") has permitted companies to hold Annual General Meeting ("AGM") through Video Conferencing or Other Audio Visual Means ("VC/OAVM") without the physical presence of the Members at a common venue till September 30, 2025, and extended the relaxation in respect of sending physical copies of annual report to shareholders.
2. In compliance with MCA Circulars, SEBI Circular, the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the 106th AGM of The Karur Vysya Bank Limited will be held through video conferencing or other audio-visual means ("VC/OAVM").
3. Members can join the AGM in the VC / OAVM mode, at least 15 minutes before the time scheduled for the AGM. The facility of participation at the AGM will be available for at least 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The Members can join the AGM in the VC/OAVM mode by following the procedure mentioned in the Notice.
4. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item no. 5 to 10 set above and the relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also part of this Notice.
5. **PROXIES**
Pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The Bank has appointed National Securities Depository Limited (NSDL), to provide VC/OAVM facility for the AGM.
7. Corporate/Institutional Members intending to authorize their representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are required to send a scanned copy of the Board Resolution authorizing its representative to the Scrutiniser by email through its registered email address to byascrutiniser@gmail.com with a copy marked to evoting@nsdl.com. The email should be received by the Bank not less than 48 hours before the commencement of the meeting. Alternatively, same can also be uploaded by clicking on "Upload board resolution / authority letter" displayed under "e-voting" tab in their respective login.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The certificate from the Secretarial 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 and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed by the Members of the Bank, will be available for electronic inspection by the members at the AGM.
10. All the relevant documents referred to in this Notice requiring the approval of the Members at the meeting and Statutory Registers shall be available for electronic inspection by the Members up to the date of the meeting i.e., **August 21, 2025** without any fee by the members.

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This Notice and the Annual Report will also be available on the Bank's website <https://www.kvb.co.in/investor-corner/annual-general-meeting/>.

11. DIVIDEND ENTITLEMENT

The Board of Directors of the Bank in its meeting held on May 19, 2025, has recommended dividend of ₹ 2.60 per equity share on the face value of ₹ 2.00 each (i.e., 130%) for the financial year ended March 31, 2025, subject to the approval of regulatory authorities, if any, and shareholders of the Bank in the AGM.

The Bank has notified August 07, 2025 as record date for determining the names of members eligible for dividend on equity shares. The Dividend will be paid/dispatched on or after **August 22, 2025**.

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 **August 07, 2025**.

12. TDS ON DIVIDEND

Shareholders are requested to note that as per the revised provisions of the Income Tax Act, 1961 ("the Act"), dividends paid or distributed after April 1, 2020 are taxable in the hands of the shareholders. The Bank shall

therefore be required to deduct tax at source at the time of payment of dividend based on the category of shareholders and subject to fulfillment of conditions as provided herein below:

FOR RESIDENT SHAREHOLDERS:

1. Tax shall be deducted on the dividend payable to shareholder in following cases:

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

Further, the persons who are required to obtain Aadhaar number, must link the same with PAN number. If PAN and Aadhaar numbers are not linked, such PANs would be treated as inoperative as per latest Income Tax norms and higher TDS rates will be applicable as per the provisions of Section 206AA of Income Tax Act.

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

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Resident Individual	NIL	<ul style="list-style-type: none"> If the aggregate of total dividend distributed/paid to a resident Individual shareholder by the Bank during Financial Year 2025-26 does not exceed ₹10,000/- (any mode other than cash) where the dividend exceeds ₹10,000/- for the Financial Year 2025-26 and the shareholder provides duly signed Form 15G (applicable to an Individual below the age of 60 years, HUF) (click here to download Form 15G) or 15H (applicable to an Individual above the age of 60 years) (click here to download Form 15H) along with the self-attested copy of the PAN card, provided that all the required eligibility conditions are met as per Income Tax norms. Exemption certificate issued by the Income-tax Department, if any.

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Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Resident Non-Individual	NIL	<ul style="list-style-type: none"> • Insurance companies: Declaration that the provisions of Section 194 of the Act are not applicable to them along with self-attested copy of registration certificate and PAN card. • Mutual Funds: Declaration by Mutual Fund shareholder eligible for exemption u/s 10(23D) of the Act along with self-attested copy of registration documents and PAN card. • Alternative Investment Fund (AIF) established in India: Declaration that the shareholder is eligible for exemption under section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI regulations, along with copy of self-attested registration documents and PAN card. • Other shareholders – Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card. <p>Shareholders who have provided a valid certificate issued u/s. 197 of the Act for Lower / Nil rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration</p>

FOR NON-RESIDENT SHAREHOLDERS:

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

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

- Self-attested copy of PAN card, if any, allotted by the Indian Income Tax Authorities;
- Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident;

- Form 10F applied through Income Tax Website by the shareholder's PAN login (<https://eportal.incometax.gov.in/iec/fooservices/#/login>) and get it with acknowledgement number;
- In case of Foreign Portfolio Investors (FPI), self-attested copy of the SEBI registration certificate.

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

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

- NIL for resident individual shareholders receiving dividend upto ₹ 10,000/- or If Form 15G/Form 15H (as applicable) along with self-attested copy of the PAN card is submitted (If the dividend is above ₹ 10,000/-).

NOTICE (Contd.)

- 10% for other resident shareholders who have registered their valid PAN.
- If PAN and Aadhaar numbers are not linked, such PANs would be treated as inoperative and higher TDS rates @20 % as per provisions Income Tax Act.
- 20% for resident shareholders who do not have PAN / have not registered their valid PAN.
- 20% plus applicable surcharge and cess for non-resident shareholders in case the relevant documents are not submitted.
- Lower/ Nil TDS on submission of self-attested copy of the valid certificate issued under section 197 of the Act.
- Tax will be assessed on the basis of documents submitted by the resident / non-resident shareholders.
- Non Resident Shareholders claim DTAA concessional TDS rate submit Form 10F applied through Income Tax Department new web portal using their PAN user login (<https://eportal.incometax.gov.in/iec/foreservices/#/login>) and generate Form 10F with acknowledgement number as per Income Tax norms.

In terms of Rule 37BA of Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Bank in the manner prescribed by the Rules, **not later than August 12, 2025.**

Procedure for Submission of Form for availing exemption from TDS / Lower deductions:

Shareholders who are exempted from TDS / Lower deductions, if any, can submit the above mentioned documents through online by accessing the weblink at <https://www.kvb.co.in/investor-corner/tds-on-dividend/>, **not later than August 12, 2025.** The said weblink would prompt for valid DP ID /Folio Number along with PAN followed by submission of OTP sent to Registered Mobile Number / eMail ID.

Further, Shareholders may also submit the above mentioned documents to the Bank through kvb_sig@kvbmail.com from their registered mail id or may forward the forms to Bank's Registered Office Address: The Karur Vysya Bank, Investor Relations Cell, Registered & Central Office, No. 20, Erode Road, Vadivel Nagar, L.N.S.. Karur – 639002, **not later than August 12, 2025.**

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

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

Notes:

1. Incomplete and/or unsigned forms and declaration will not be considered by the Bank. **No communication on the tax determination / deduction shall be entertained after August 12, 2025.**
2. If your PAN detail is not registered, we request you to update the same with your Depository Participant (if the shares are held in dematerialized mode) or the Banks' Registrar and Share Transfer Agents (if the shares are held in physical mode), at the earliest.
3. In case tax on dividend is deducted at a higher rate in the absence of receipt of the requisite details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return by consulting your tax advisor. No claim shall lie against the Bank for such taxes deducted.
4. Shareholders will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in>
5. Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
6. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission

NOTICE (Contd.)

of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Bank and also, provide the Bank with all information / documents and co-operation in any appellate proceedings.

7. Shareholders are requested to ensure that their Bank Account Details in their respective Demat Accounts / Physical Folios are updated, to enable the Bank to make timely credit of dividend in their bank accounts.
8. The above communication on TDS sets out the provisions of law in a summary manner only and does not support to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions applicable based on their particular circumstances.

13. UPDATION OF KYC – PHYSICAL SHAREHOLDERS

SEBI vide its master circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 mandated that the shareholders (holding securities in physical form), shall update/furnish the PAN, Contact Details, Mobile Number, Bank Account Details and Specimen Signature in their folio(s).

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

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

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

Relevant forms (for the shares held in physical form)

- 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)

The format of said Forms are available at www.in.mpms.mufg.com → Resources → Downloads → KYC and also available at www.kvb.co.in → Investor Corner → Share Holder FAQ.

Shareholders shall submit the duly signed forms mentioned above along with the necessary documents to the Bank's RTA at the address mentioned in the point No. 16.

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. Special Window for Re-lodgement of Transfer Requests of Physical Shares of Karur Vysya Bank Limited

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, a Special Window is opened for investors to submit re-lodgement requests for the transfer of shares. The special window is opened for a period of six months, from **July 07, 2025, to January 06, 2026**. This facility is available for the cases which were lodged prior to April 01, 2019, and which were rejected/ returned/ not attended to due to deficiencies in documentation or were not processed due to any other reason. The shares that are re-lodged for transfer shall be issued only in demat mode after completing the due process.

Eligible investors who have missed the earlier deadline of March 31, 2021, during the above-mentioned period shall submit their transfer request along with the requisite

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documents to the Banks' RTA at the address mentioned in the point No. 16.

15. DEMATERIALISATION OF SHARES

Bank's Equity shares are available in both Demat and Physical form. The shares which are in Demat can be tradable and transferable through the Depository system - National Securities Depository Limited ('NSDL') and Central Depository Service (India) Limited ('CDSL'). Pursuant to Regulation 40 of the SEBI LODR, with effect from April 1, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Further, SEBI vide its master circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23.06.2025, advised that listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission; viii. Transposition.

In this regard, shareholders holding shares in physical form are requested to dematerialize their shares in order to avail the better liquidity. Further, the members/claimants are required to make a request for such services by submitting a duly filled Form ISR – 4, the format of which is available on the Bank's website at <https://www.kvb.co.in/investor-corner/share-holder-faq/>.

Further, the new equity shares to be allotted pursuant to the Bonus Issue as proposed in the Item No. 10 of this Notice shall be allotted in dematerialised form only. Accordingly, Members holding shares in physical form are requested to dematerialize their existing shares on or before Tuesday, **August 26, 2025** to enable the Bank to issue the bonus equity shares in dematerialised form.

In cases where the Members hold equity shares in physical form as on the Record Date, the said bonus equity shares shall be credited in dematerialised form to a new demat escrow account till they are credited to the beneficiary demat accounts of the respective Members upon receipt of requisite documents. The voting rights on the bonus equity

shares held in the said demat escrow account shall remain frozen.

16. ADDRESS OF RTA

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

M/s. MUFG Intime India Private Limited
(Unit: Karur Vysya Bank)
"Surya", 35, Mayflower Avenue,
Behind Senthil Nagar,
Sowripalayam Road,
Coimbatore -641028.
Tel: 0422-2314792/ 4958995/ 2539835 / 2539836
e-Mail: coimbatore@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

17. UNCLAIMED DIVIDENDS

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

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

18. In order to receive the dividend without loss of time and prevent fraudulent encashment of dividend warrants, Members are requested to furnish/update their Bank account details as per the Core Banking Solution (CBS), including 9 digit MICR Code, 11 digit IFSC and Bank details

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with their Depository Participants/RTA. This will enable us to credit the dividends directly to their Bank account through National Automated Clearing House (NACH)/ Direct Credit mode. Bank will issue dividend warrant(s) to the shareholders whose Bank account details are not updated properly and dividend are returned/rejected in NACH/Direct Credit mode. Shareholders who are holding shares in physical form are requested to refer the point no. 13 of this Notice for receiving the dividends through electronic mode.

19. Members described as “Minors” in the address but who have attained the age of majority, may get their status updated in Register of Members by producing proof of age.
20. Members holding shares in single name and physical form may avail facility for making nominations in respect of the shares held by them by submitting prescribed Forms to RTA. All rights in respect of the shares shall vest in the nominee account in the event of the death of the shareholder. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, karta of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney. Members who are holding shares in Demat form may contact their Depository Participant (DP) to furnish/update the Nomination.

21. SAKSHAM NIVESHAK - 100 DAYS CAMPAIGN FROM JULY 28, 2025 TO NOVEMBER 06, 2025 (For KYC and other related updations and shareholder engagement to prevent transfer of unpaid/unclaimed dividends to IEPF)

In accordance with the direction of Investor Education and Protection Fund Authority (IEPFA), the Bank will initiate a focused 100 days campaign in the name of “**SAKSHAM NIVESHAK**” from July 28, 2025, to November 06, 2025, aimed at proactive engagement with shareholders to ensure timely updating of KYC details, bank mandates, and contact information.

This initiative is critical to facilitate the seamless disbursement of dividends directly to rightful claimants, thereby minimizing the risk of shares being transferred to the IEPFA due to outdated or missing shareholder information. By encouraging shareholders to update their

records, the Bank seeks to eliminate avoidable delays and ensure that all eligible shareholders continue to receive their dividends and related entitlements directly from the Bank without the need for post-facto claims through IEPFA.

This campaign underscores the importance of timely compliance and promotes a collaborative approach to safeguarding shareholder value and maintaining uninterrupted access to rightful corporate benefits.

22. DESPATCH OF AGM NOTICE AND ANNUAL REPORT THROUGH ELECTRONIC MODE

In compliance with the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/Registrar and Share Transfer Agent/Depository Participants (DP) and as per the data downloaded from the Depository Participant(s) as on **July 24, 2025**. However, the hard copy of full annual reports will be sent to those shareholders who request for the same.

Members may note that the Notice and Annual Report 2024-25 will also be available on the Bank's website <https://www.kvb.co.in/investorcorner/annual-general-meeting/>, Stock Exchange's website i.e. National Stock Exchange of India Limited at <https://www.nseindia.com/>, and NSDL's website <https://www.evoting.nsdl.com>.

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

23. QUERIES AT THE AGM

Shareholders can submit their queries relating to the Accounts, Directors' Report and on agenda items placed at the 106th AGM Notice, from their registered email address, mentioning their name, DP ID and Client ID /folio number and mobile number, to Bank's email address at kvbagspeakers@kvbmail.com from **Thursday, August 14, 2025 till Tuesday, August 19, 2025**. The same will be answered during the meeting.

Further, Members, who would like to ask questions during the AGM with regard to the financial statements and on agenda items placed at the AGM, need to register

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themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Bank's email address at kvbagspeakers@kvbmail.com from **Thursday, August 14, 2025** till **Tuesday, August 19, 2025**.

Those members who have registered themselves as a speaker will be allowed to express their views or ask questions during the AGM and may have to allow camera access during the AGM. Speaker shareholders are requested to ensure seamless internet connectivity in order to avoid technical disturbances. Bank shall not be liable for any technical glitches at the shareholders' end.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

The Bank reserves the right to restrict the number of questions and/or speakers, as appropriate, depending on the availability of time and smooth conduct of the AGM.

Speaker shareholders are requested to align their speech with the Agenda Items set out in the Notice and adhere to the timeline of 3 minutes allotted for each speaker, in order to spare sufficient time to other speakers to express their views. Further, Bank reserves the right to move to the next speaker, after due reminders, in the event of expressing out-of-context views and continuing their speech above the said timeline.

24. VOTING THROUGH ELECTRONIC MEANS

(i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Bank is pleased to provide Members the facility to exercise their right to vote by electronic means. The Bank has appointed NSDL for facilitating voting through electronic means, as the authorized agency.

- (ii) The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Bank as on the 'cut-off' date being **Thursday, August 14, 2025** subject to the provisions of the Banking Regulation Act, 1949 as amended and the extant RBI guidelines. Details of the process and manner of Remote e-Voting are furnished separately in the Notice.
- (iii) Members who have already exercised their right to vote by e-Voting may attend Annual General Meeting through VC or OAVM but shall not vote at the Annual General Meeting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (iv) The Board of Directors has appointed Shri R K Bapulal (FCS No. 5893 CP No. 3842), M/s Bapulal Yasar & Associates as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner.
- (v) The Scrutiniser shall after the conclusion of voting at the AGM, will collate the votes downloaded from the e-Voting system and the votes cast at the AGM through e-voting for all resolutions set forth in the Notice convening the AGM. On completion of the Scrutiny, the Scrutiniser will submit his report to the Chairperson, or in her absence to the Managing Director of the Bank, who shall counter sign the same and declare the results of the voting. The Results of the resolutions stated in the Notice shall be declared within two working days from the conclusion of AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- (vi) The results declared along with the report of the Scrutiniser shall be made available on the website of the Bank www.kvb.co.in and on the website of NSDL immediately after the declaration of results by the Chairperson. The results shall also be immediately forwarded to the Stock Exchange where the Bank's shares are listed.
- (vii) The Remote e-Voting facility will be available during the following voting period:

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Commencement of Remote e-Voting:	Sunday, August 17, 2025
End of Remote e-Voting:	Wednesday, August 20, 2025

During this period, Members of the Bank, holding shares either in physical form or in dematerialised form, as on the cut-off date viz., **Thursday, August 07, 2025** 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.

25. Voting at the AGM:

Members who have not exercised their voting rights during Remote e-Voting period, shall cast their votes through e-Voting facility provided during the 106th Annual General Meeting.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

27. E-VOTING PROCEDURE IS AS UNDER:

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

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

Step 1: Access to NSDL e-Voting system

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

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

NOTICE (Contd.)

Type of shareholders

Login Method

4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the use can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

NOTICE (Contd.)

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

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

- 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, 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.

- 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 001*** and EVEN is 101456 then user ID is 101456001***

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e) Password details for shareholders other than Individual shareholders are given below:

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. 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.

iii. 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 from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

1. 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.
2. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
3. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

4. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.
- i) After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- (1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- (2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- (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

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to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com 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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to coimbatore@in.mpms.mufg.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 shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

28. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

29. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

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

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same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at

kvb_sig@kvbmail.com. The same will be replied by the company suitably.

- f) 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 **August 14, 2025**. 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. **August 14, 2025** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kvb_sig@kvbmail.com or coimbatore@in.mpmf.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.

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EXPLANATORY STATEMENT

(As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Item No. 4 – To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s. Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) as Joint Statutory Central Auditors of the Bank and fix their remuneration for second year.

M/s Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) were appointed as Joint Statutory Central Auditors (JSCA) of the Bank for the FY 2024-25 from the conclusion of the 105th Annual General Meeting of the Bank to the conclusion of the 106th Annual General Meeting.

Pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ('RBI Guidelines'), Banks may appoint the SCAs/SAs for a continuous period of three years.

Since the Joint Statutory Central Auditors of the Bank completed their term of one year for FY 2024-25 and the firms have satisfied the eligibility norms, on the recommendations of Audit Committee, the Board of directors of the Bank approved and recommended the re-appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) as Joint Statutory Central Auditors of the Bank for the FY 2025-26 as second year of their three years term from the conclusion of this Annual General Meeting to conclusion of 107th Annual General Meeting of the Bank subject to the approval of Reserve Bank of India.

The terms of appointment and conditions including an overall remuneration of ₹1,30,00,000 (Rupees One Crore and Thirty Lakhs only) to be allocated by the Bank between the two Joint Statutory Central Auditors depending upon their respective scope of work as may be mutually agreed between the Bank and Joint Statutory Central Auditors plus out of pocket expenses not exceeding 10% of the fees and applicable taxes.

The proposed increase of fee is due to enlargement in the scope of their work emanating from various circulars/notifications

issued by Reserve Bank of India and Securities and Exchange Board of India, with increase in number of certificates to be issued, coupled with increase in volume of work and man-hours involved.

M/s Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) and M/s Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) have confirmed their eligibility to be appointed as statutory central auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules. Further they also confirmed the eligibility to be appointed as joint central statutory auditors as per the Reserve Bank of India guidelines and hold a valid certificate issued by the Peer Review Board of ICAI.

Brief profile of Joint central statutory Auditors:

M/s Kalyaniwalla & Mistry LLP, Chartered Accountants

M/s. Kalyaniwalla & Mistry LLP ("K&M"), Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166), is a multi-service, multi-location, professional service organization established in the year 1928, with offices or associates in all the major cities in India. K&M is equipped to meet the corporate, non-corporate, industrial, commercial, and financial businesses with its highly trained personnel with specialized service capabilities in diverse fields covering a wide spectrum of activities.

M/s Varma & Varma, Chartered Accountants

M/s. Varma and Varma, Chartered Accountants (Firm Registration No. 004532S), was established in 1949. The firm has been providing professional services since last 7 decades. The firm is engaged in assurance, direct and indirect taxation services. The firm's clientele range from Banks, private, public and joint sector corporates, regulators, charities and NGOs. The firm also has varied experience in the Banking, Financial Services and Insurance (BFSI) sector, having provided audit / non-audit and consultancy services to private, public and foreign banks.

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The Joint Statutory Central Auditors of the Bank for the Financial year 2024-25 have audited 22 branches/offices (including Treasury Branch), as a part of annual audit, to cover 50% of the assets. Remuneration paid to them for Annual Audit and Quarterly Financial Review for the year 2024-25 is as under:

Particulars	Amount (in Lakh)
Fee for year-end audit including quarterly limited review and issue of statutory certificates	121.00
Reimbursement of out-of-pocket expenses incurred for review / audit of branches / offices during the year	9.58
Fees for Non-audit services (if any)	-
Total	130.58

Your Directors, therefore, recommend the appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) as the Bank's Joint Statutory Central Auditors in terms of RBI guidelines.

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

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

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

Item No. 05 - To appoint Branch Auditors of the Bank and fix their remuneration.

In terms of the provisions of the Companies Act, 2013 and the Rules, if any, made thereunder, and the applicable provisions of the Banking Regulation Act, 1949, and the rules, circulars and guidelines issued by the Reserve Bank of India, if any, the Branch Offices of the Bank have to be audited either by Statutory Auditors or other qualified Auditors. Bank intends to entrust the Audit of Branch Offices either to the Statutory Auditors or to other qualified Auditors in consultation with Statutory Auditors on such remuneration and on such terms for the FY 2025-26 and such conditions as the Board deems fit based on the recommendations of the Audit Committee of the Board.

During the FY 2024-25, your Bank has paid Branch statutory auditor fees of ₹ 2.88 crore (excluding GST) for 236 auditors. Fees paid to branch auditors are approved by the Board of Directors as referred in Auditor Appointment Policy of the Bank. Auditor appointment policy of the bank is available in the Bank's website. For FY 2025-26, though there will not be any change in the existing fee structure paid to Branch auditors, the overall audit fees for Branch auditors may vary depending on the addition of new branches / offices.

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

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

Item No. 06 - To appoint M/s S.A.E. & Associates LLP, Company Secretaries, as Secretarial Auditors of the Bank for a term of five consecutive years from the FY 2025-26 to FY 2029-30.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), M/s S.A.E. & Associates LLP is proposed to be appointed as Secretarial Auditors of the Bank for a consecutive period of five years from the FY 2025-26 to FY 2029-30.

Previously, they were the Secretarial Auditors of the Bank for the Financial years 2022-23, 2023-24 and 2024-25. In line with the regulation 24A the same is not considered for purpose of calculating the tenure. Further, in terms of Regulation 24A of LODR Regulations, a peer reviewed firm shall be appointed as secretarial auditors for not more than two (2) terms of five (5) consecutive years.

Accordingly, M/s S.A.E. & Associates LLP is eligible for appointment as Secretarial Auditors of the Bank in terms of Regulation 24A of SEBI LODR. After evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., and based on the recommendation of Audit Committee, the Board in its meeting held on July 24, 2025 have approved the appointment of M/s S.A.E. & Associates LLP, Company Secretaries, Chennai bearing Firm Registration No. L2018TN004700 and holding a valid Peer Review Certificate (certificate no. 2822/2022) issued by the Institute of Company Secretaries of India (the "ICSI") as Secretarial Auditor for a period of five years from FY 2025-26

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to FY 2029-30, for conducting Secretarial Audit of the Bank, at a remuneration of ₹2,25,000/- plus applicable taxes and out of pocket expenses for FY 2025-26 with 10% increase in last drawn fees every year thereafter till FY 2029-30, subject to approval of the shareholders of the Bank.

M/s S.A.E. & Associates LLP has given their consent to act as secretarial auditors of the Bank and confirmed that the aforesaid appointment would be within the limits specified by Institute of Company Secretaries of India.

They also do not provide any services to the Bank, directly or indirectly, which have been restricted by the SEBI, thereby ensuring their independence and alignment with regulatory requirements, as mandated by the SEBI.

Brief Profile of the Secretarial Auditors:

M/s S.A.E. & Associates LLP is a reputed firm of Practicing Company Secretaries having two partners with over seven years of professional experience in delivering quality secretarial services. It is a peer reviewed Limited Liability Partnership. However, since 2006 the team has been providing corporate secretarial services under the brand Eshwars.

The firm's mentor Mr. Eshwar Sabapathy leads Eshwars, House of Corporate & IPR Laws. He is ranked in the Asia-Pacific Guide of Chambers & Partners continuously from the year 2013, and in their 2024 Global Guide, under Corporate/M&A.

Your Directors, therefore, recommend passing of this resolution, as set out in Resolution No. 6 of this Notice.

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

Item No. 07 - To approve remuneration payable to Dr Meena Hemchandra (DIN: 05337181) for the position of Non-Executive Independent (Part-time) Chairperson of the Bank for the second term of three years.

Dr Meena Hemchandra (DIN: 05337181) was appointed as Non-Executive Independent (Part-time) Chairperson of the Bank in the 103rd Annual General Meeting held on August 03, 2022, for a period of three (3) years from the date of taking charge as approved by Reserve Bank of India, for a remuneration of ₹18 Lakhs Per annum along with perquisites as set out in the

resolution. She had taken charge as Non-Executive Independent (Part-time) Chairperson of the Bank on July 25, 2022. Thereafter, based on the application made by the Bank, RBI vide letter dated April 18, 2024, have revised the remuneration from ₹18 Lakh per annum to ₹ 27 Lakh per annum (with existing perquisites), for her tenure as chairperson, with effect from April 01, 2024, and the same was approved by the Shareholders vide Postal Ballot dated July 16, 2024. The first three years of Dr Meena Hemchandra as Independent (Part-time) Chairperson is going to cease at the close of office hours on July 24, 2025.

Dr Meena Hemchandra was re-appointed by the shareholders as Non-Executive Independent Director vide Postal Ballot dated May 17, 2025, for a period of five years effective from May 26, 2025.

During her first tenure Bank witnessed tangible changes in terms of enhanced corporate governance, meticulous strategy planning & close monitoring, refinement in Board process & functioning, enhanced compliance culture etc., to name a few. She strongly emphasized on being cognizant with the current industry trends and arranged for seminars/lectures by external experts to the Board in the areas of economy & industry outlook, cyber security etc., She ensured following robust corporate governance practices stemming from professionalism, transparency and fairness, which reinforced the confidence of the investors on the Bank. Her tenure also witnessed a strong upsurge in all round business performance of the Bank. Further the requirements of Corporate governance and regulators emphasis with respect to transparency & accountability has laid higher responsibility on the Chairperson and Board of Directors. Role of Chairperson is vital for efficient functioning of Board and its various Committees. Considering significant raise in responsibility of Chairperson to guide on governance & compliance related issues it is essential that compensation is appropriately fixed.

In line with the RBI Guidelines, the other Non-Executive Directors (excluding the Non-Executive (Part-time) Chairperson) are eligible for remuneration of 0.2% of the profit available for distribution subject to a maximum of ₹ 20,00,000/- per annum per Director with effect from the FY 2024-25, for a period of Three (3) years as approved by Shareholders, in addition to the Sitting Fees for attending the Board/Committee Meetings.

Based on the above note, board in its meeting held on February 20, 2025, has recommended her candidature for second

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term as Non-Executive Independent (Part-time) Chairperson of the Bank for a period of another three years to Reserve Bank of India (RBI). Subsequently RBI vide its letter DOR. GOV.No.S1052/08.41.001/2025-26 dated May 09, 2025, conveyed its approval for the said re-appointment for a period of three years with effect from July 25, 2025 to July 24, 2028, with a fixed remuneration of ₹ 30 Lakh per annum with existing perquisites. Further She is eligible for Sitting Fees for attending the Board/Committee Meetings.

Dr Meena Hemchandra, Non-Executive Independent (Part-time) Chairperson was paid ₹ 27.00 Lakhs as remuneration and ₹ 24.75 Lakhs as Sitting Fees for attending the Board/Committee Meetings, for the financial year 2024-25.

Your Directors, therefore, recommend remuneration payable to Dr Meena Hemchandra for the position as Non-Executive Independent Director as Part-time Chairperson of the Bank for a second term of three years, as set out in Resolution No. 07 of this Notice.

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

Item No. 08 – To approve Karur Vysya Bank Employee Stock Option Scheme – 2025.

The existing ESOP Schemes of the Bank have served as an effective tool for attracting, retaining and rewarding talent by offering an opportunity to participate in the Bank's growth.

Bank is in the path of steady growth momentum with various key enablers in place viz; Business Growth, Profitability and Asset Quality. In order to ensure sustainable progress and to aid next journey of Bank's growth path, attracting, retaining, and rewarding talent is essential. Bank aims to attract, retain, develop talent pipeline and align employees' long-term interests with the Bank's strategic objectives.

To support this alignment and given the limited number of stock options available in the existing ESOP Schemes for the current talent pool's requirements, introduction of 'Karur Vysya Bank - Employees Stock Option Scheme 2025' ("KVB-ESOP-2025/Scheme") is proposed. The objective of the KVB-ESOS-2025 Scheme is to reward and motivate the Eligible Employee(s) of the Bank who have contributed or are expected to contribute the growth and profitability of the Bank.

As on March 31, 2025 Bank has 888 branches and 9,866 employees on the rolls in various cadres, ranging from entry level – Branch Sales Service Executives (BSSE) to Business, Operations, Control and Functional Heads in the Bank. The said scheme intends to cover all eligible employees of the Bank.

Bank follows an internal rating mechanism called Career Development Score (CDS) with a rating scale of 5 and Century Score (specific to branch network and business units) on a rating scale of 100 points.

Performance Rating for each individual is based on qualitative and quantitative criteria related to the role and function. Bank has a defined process to ensure assignment of performance indicators and weightages, to eligible employees across cadres.

The said performance assessment is based on the financial parameters viz; Assets & liabilities, fee income, ROA, ROE, NIM, NPA, Capital adequacy, customer acquisition etc., & non-financial parameters viz; Service delivery, adherence to governance, processes & procedures, customer service, Internal controls, compliance culture, etc., consisting of qualitative and quantitative criteria fixed by NRC from time to time, as applicable to the respective cadre of employees.

The final assessment is dependent on the performance of individual, business unit and Bank as a whole. Further the targets and performance are also reviewed as a whole in the context of the business and industry performance.

The Employees shall score a rating of 3 and above as a part of eligibility criteria, and where applicable the century score of the unit may also be required to be above the midpoint. ESOPs which do not vest on vesting date on account of non-fulfilment of performance or other criteria shall automatically lapse without any obligation and shall be added back to the pool.

With the above rationale, on the basis of recommendations made by the Nomination and Remuneration Committee ("NRC") in its meeting held on July 17, 2025, Board in its meetings held on July 24, 2025, approved the adoption and implementation of KVB-ESOS-2025 for the benefit of the Eligible Employee(s) of the Bank. The Scheme shall be implemented through Direct route to extend the benefits to the Eligible Employees by the way of fresh allotment from the Bank.

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In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations, 2021"], and Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, the Bank seeks your approval by way of special resolution for implementation of the Scheme and grant of options thereunder to the eligible employees as decided from time to time.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

a) Brief Description of the Scheme:

The KVB-ESOS-2025 is designed to give present and future employees a meaningful stake in the long-term shareholder value they help to create, while observing the Reserve Bank of India's standards for sound remuneration. By embedding equity-linked instruments in the pay mix, the Scheme aims to attract and secure high-calibre talent, motivate and retain them with rewards that are tied to risk-adjusted performance, sustainable profitability, and prudent risk-taking. Vesting schedules spread payouts over time, anchoring benefits to enduring business and risk outcomes and thus strengthening the alignment of employee interests with those of shareholders.

Keeping in view of the aforesaid objectives, the Scheme contemplates grant of options to the Eligible Employees which deems to include Whole-time/Executive Directors of the Bank. After vesting of options, the eligible employees shall earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares which the Bank shall issue subject to receipt of exercise price and satisfaction of tax obligation arising thereon. The intent of the Scheme is to reward the performance in line with growth in the shareholders' value.

The Nomination and Remuneration Committee ("NRC") shall act as Compensation Committee for the supervision and administration of KVB-ESOS-2025 under Regulation 5 of the SEBI (SBEB & SE) Regulations, 2021. All questions of interpretation of the KVB-ESOS-2025 shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in KVB-ESOS-2025.

Options granted under KVB-ESOS-2025 shall be subject to Malus/ Clawback arrangements as specified in the Grant Conditions as decided by the NRC from time to time and

Compensation policy of the Bank.

b) The total number of Options to be offered and granted under the Scheme:

The total number of options to be granted under the KVB-ESOS-2025 shall not exceed ₹ 3,00,00,000 (three crore). Each option when exercised would be converted in to one equity share of ₹ 2/- (Two) each fully paid-up to be issued by the Bank.

Further, the SEBI (SBEB & SE) Regulations, 2021 require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the NRC shall adjust the number and exercise price of the options granted in such a manner that the total value of the options granted under the KVB-ESOS-2025 remains the same after any such corporate action. Accordingly, if any additional options are issued by the Bank to the option grantees for making such fair and reasonable adjustment, the aforesaid ceiling shall be deemed to increase to the extent of such additional options issued.

c) Identification of classes of Employees entitled to participate in the Scheme:

All the employees of the Bank shall be eligible to participate in KVB-ESOS-2025, subject to determination by the NRC. As it is intended to use the Scheme for achievement of the objectives namely attraction, retention, motivation and incentivization of performing employees (including eligible Whole-Time/Executive Directors), subject to their appraisal as per point number "h" below.

The following classes of Employees entitled to participate in the Scheme

- (a) An Employee as designated by the Bank, who is exclusively working in India or outside India; or
 - (b) A Director of the Bank, whether a Whole Time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- but does not include

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- i. An Employee who is a Promoter or a person belonging to the Promoter Group; or
- ii. A director who either himself or through his Relative or through any Body Corporate directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Bank.

d) Requirement of Vesting and period of Vesting:

The vesting percentages and dates in respect of the options granted under KVB-ESOS-2025 shall be determined by the NRC and may vary from an employee to employee or any class thereof depending upon the expectation from such employees or class thereof or upon the business needs of the Bank.

The NRC may prescribe achievement of any performance condition(s) for vesting namely periodical performance appraisal or potential contribution towards strategic growth, contribution to team building and succession, cross functional relationship, corporate governance or such other criteria or factor as may be deemed relevant from time to time.

Employee Stock Options granted under Scheme would vest not before 1 (One) year and not later than 3 (Three) years from the date of Grant of such Employee Stock Option. The NRC may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting periods. The Options could vest in tranches.

The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place would be outlined in the Letter of Grant given to the Option Grantee at the time of Grant of Employee Stock Options.

e) Maximum period within which the Options shall be vested:

The Maximum period within which the Options shall be vested is 3 (Three) years from the Grant Date.

f) Exercise Price or Pricing Formula:

The exercise price per option shall be, the prevailing Market Price of an equity share of the Bank as on date of grant of option.

The term "Market Price" shall have meaning as defined in the SEBI (SBEB & SE) Regulations, 2021, as the latest available closing price of Shares on the recognized Stock Exchange on which the Shares of the Bank are listed on the date immediately prior to the meeting of NRC in which Grant is made. If equity shares are listed on more than one stock exchange, then the closing price of such shares on the stock exchange having higher trading volume shall be considered as the Market Price.

g) Exercise period and process of Exercise:

The Exercise Period in respect of a Vested Option shall be a maximum of 2 (Two) years from the date of respective Vesting of such Option(s) or such other shorter period as may be decided by the NRC from time to time.

The vested option shall be exercisable by the option grantees by a written application to the Bank expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the NRC from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee.

The options shall lapse if not exercised within the specified exercise period. Further clause 8.2 of this scheme shall deal with the conditions under which vested/unvested options may lapse and NRC shall decided on the other terms from time to time.

h) Appraisal process for determining the eligibility of the Employees to the scheme:

Eligible Employees within the meaning of the Scheme are eligible for being granted Employee Stock Options.

The NRC shall invite recommendations of the management of the Bank, for identification of the Employees who could be granted Options based on the various criteria such as performance and/or the merit of the Employees as indicated by the periodical performance appraisal or the minimum period of service put in by the Employee or his/ her cadre and designation in the Bank or his/her present and potential contribution to the success of the Bank or the key functional areas in which the Employee is involved or such other criteria or factors as may be deemed relevant and appropriate as may be decided by the NRC.

NOTICE (Contd.)

The specific Employees to whom Employee Stock Options would be granted and their Eligibility Criteria would be determined by the NRC.

i) The Maximum number of Options to be granted per Employee and in aggregate:

The maximum number of options that may be granted to any specific employee of the Bank and in aggregate under the KVB-ESOS-2025 shall not exceed 18,00,000 options per eligible employee at the time of grant under this Scheme.

Subject to this ceiling, the NRC reserves the right to decide the number of Employee Stock Options to be granted in one or more tranches to each Employee.

Prior approval of shareholders by way of special resolution in the general meeting shall be obtained in case the Grant of Employee Stock Option to any identified Employee is equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Bank at the time of grant of Option.

j) The Maximum quantum of benefits to be provided per Employee under the KVB-ESOS-2025:

Apart from grant of options as stated above, no monetary benefits are contemplated under the KVB-ESOS-2025.

Further, the maximum quantum of benefits that will be available to every eligible Employee under the KVB-ESOS-2025 will be the difference between the Market Value of Bank's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

k) Whether the Scheme(s) is to be implemented and administered directly by the Bank or through a Trust:

The KVB-ESOS-2025 shall be implemented and administered directly by the Bank through the NRC of the Bank.

l) Whether the Scheme involves new issue of shares by the Bank or secondary acquisition by the Trust or both:

The KVB-ESOS-2025 contemplates issue of fresh/primary shares by the Bank, upon exercise of options.

m) The amount of loan to be provided for implementation of the Scheme by the Bank to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable.

n) The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable.

o) Disclosure and accounting policies:

The Bank shall comply with the disclosure requirements and accounting policies prescribed under Regulation 15 of SEBI (SBEB & SE) Regulations, 2021, including RBI guidelines and any other applicable regulations.

p) The method which the Bank shall use to value its Options:

RBI's clarification dated August 30, 2021 on Guidelines on compensation to Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function Staff advised the banks to fair value share-linked instruments on the date of grant using Black Scholes Model, accordingly the Bank has changed its accounting policy from intrinsic value method to fair value method for all employee stock options granted to be granted thereafter.

The Bank shall use fair value method or such other method as prescribed by the RBI from time to time.

q) Statement with regard to Disclosure in Director's Report:

As the Bank is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, if the Bank opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Bank shall also be disclosed in the Directors' report.

r) Period of lock-in:

The Shares allotted to the Grantees pursuant to Exercise of Options shall not be subject to any lock-in period. The Grantee is free to sell the Shares.

NOTICE (Contd.)

s) Terms & conditions for buyback, if any, of specified securities:

None

The Board of Directors recommend the resolutions as set out in Resolution No. 8 for your approval as Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Bank, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the options may be granted under the Scheme.

Karur Vysya Bank Employee Stock Option Scheme – 2025 and other documents referred to in the aforesaid resolutions are available for inspection at the registered office of the Bank during normal business hours on all working days upto the date of AGM.

Item No. 09 – To increase the authorised share capital of the Bank and consequent alteration of the capital clause of Memorandum of Association

The existing authorised share capital of the Bank is ₹ 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 100,00,00,000 (One Hundred Crore) equity shares of ₹ 2/- (Rupees two only) each.

In order to augment the capital need for the future expansion and growth of the Bank, it is proposed to appropriately increase the Authorised Share Capital of the Bank by creation of additional 25,00,00,000 (Twenty - Five Crore) equity shares of ₹ 2/- (Rupees two only) each. As on date of this notice Bank's Issued Capital stands at ₹ 161,18,56,538 having 80,59,28,269 shares of face value ₹ 2 each. Further the Subscribed and Paid-up capital stands at ₹ 161,06,58,912 having 80,53,29,456 shares of face value ₹ 2 each. The difference between Issued

& Paid-up capital is due to abeyance shares. The Authorised Capital alterations as under:

Current Authorised Capital	Increased Authorised Capital
₹ 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 100,00,00,000 (One Hundred Crore) equity shares of ₹ 2/- (Rupees two only) each	₹ 250,00,00,000/- (Rupees Two hundred and Fifty Crore only) divided into 125,00,00,000 (One Hundred and Twenty-Five Crore only) equity shares of ₹ 2/- (Rupees two only) each

Consequently, the Memorandum of Association of the Bank is proposed to be suitably altered as below:

Current Clause 5 in MOA	Revised Clause 5 in MOA
5. The Authorised Share Capital of the Bank is ₹ 200,00,00,000/- (Rupees Two Hundred Crore Only) divided into 100,00,00,000 (One Hundred Crore only) Equity Shares of ₹ 2/- each with power to increase, reduce or modify the said capital from time to time.	5. The Authorised Share Capital of the Bank is ₹ 250,00,00,000/- (Rupees Two hundred and Fifty Crore only) divided into 125,00,00,000 (One Hundred and Twenty-Five Crore only) equity shares of ₹ 2/- each with power to increase, reduce or modify the said capital from time to time.

Further Article 3 of the Articles of Association states that “the Authorised Capital of the Bank shall be as stated in Clause 5 of the Memorandum of Association of the Bank”. Hence the same is not being amended.

The provisions of the Companies Act, 2013 requires the Bank to seek the approval of the Members for increasing of the Authorised Share Capital and for the alteration of Capital Clause of the Memorandum of Association of the Bank.

NOTICE (Contd.)

Your Directors, therefore, recommend passing of this resolution, as set out in Resolution No. 9 of this Notice.

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

Item No. 10 - Issue of Bonus Shares

In order to enhance the wealth creation to the shareholders, increasing the liquidity of the equity shares for broader participation and to celebrate commencement of 110th year of operations, the Board of Directors in their meeting held on July 24, 2025 recommended the issue of Bonus Shares in the proportion of one new Equity Share of Face value ₹ 2 each for every five existing Equity Shares of Face value ₹ 2 each held by the Members on the Record Date, by capitalizing a part of the Securities Premium account. Pursuant to the provisions of Section 63 and other applicable provisions of the Act, issue of Bonus Shares by capitalisation of reserves shall be authorised by Articles of Association of the Bank and requires approval of the Shareholders. Article 16 of the Articles of Association of the Bank permits capitalisation of any part of the amounts standing to the credit of Bank's reserve accounts.

The present authorised share capital is ₹ 200 Crore out of which share capital of ₹ 161.06 Crore is paid up. The Securities Premium amount is ₹ 2,089.98 Crore as per the unaudited financial results for the quarter ended June, 30, 2025. To capitalize a portion of Securities Premium, your Board recommended issue of Bonus shares in proportion of one share for every five existing equity shares held by the member on the Record Date by capitalizing a sum ₹ 32,23,71,308 approximately from such reserve, for issuance of equity shares of Face value ₹ 2/- each.

The proposed issue of bonus shares will be made in line with the SEBI ICDR Regulations and subject to such other approvals, if required, from the statutory or regulatory authorities. The bonus issue of equity shares would, inter alia, require appropriate adjustments (as per SEBI guidelines) with respect to all vested but not exercised and unvested stock options including lapsed and forfeited ESOPS available for re-issuance, as on the record date under the existing Employee Stock Option Schemes.

Members are requested to note that, the new equity shares to be allotted pursuant to the Bonus Issue shall be in dematerialised form only. Members holding shares in physical form are requested to dematerialize their existing shares on or before Tuesday, August 26, 2025 to enable the Bank to issue the bonus equity shares in dematerialised form. With respect to members holding equity shares in physical form as on the Record Date, the said bonus equity shares shall be credited in dematerialised form to a new demat escrow account till the receipt of requisite documents from such members. The voting rights on the bonus equity shares held in the said demat escrow account shall remain frozen.

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

None of the Directors and Key Managerial Personnel of the Bank or their relatives, other than to the extent of their shareholding in the Bank and outstanding employee stock options, if any, are concerned / interested, financially or otherwise, in passing of this resolution.

Additional Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment/ re-appointment:

Particulars	Item No. 03
Name	Shri R Ramkumar
DIN	00275622
Educational Qualification	B.C.S., M.B.A (Human Resources)
Date of Birth (Age in years)	October 14, 1982 (Age - 42 years)
Brief Profile	Shri R Ramkumar hails from the promoter's family. He has Completed Bachelor of Arts in Corporate Secretaryship (B.C.S.,) from Loyola College, Chennai and master's in business administration (M.B.A.,) in Human Resources. He has rich experience in the business of textiles and export of home textiles. He has widely travelled overseas for his export business and also has a business interest in certain finance firms.
Date of first appointment on the Board	He was co-opted as an Additional Director of the Bank on June 25, 2018 and elected as a Non-Executive Non-Independent Director at the 99 th Annual General Meeting held on August 09, 2018, liable to retire by rotation. Subsequently, he was re-appointed in the 103 rd Annual General Meeting held on August 03, 2022, 104 th Annual General Meeting held on August 23, 2023 and 105 th Annual General Meeting held on August 14, 2024.
Nature of his experience in specific functional areas	Business Management, Finance and Human Resources ("Minority Sector").
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank. He is a director, belonging to promoter group of the Bank.
Shareholding	22,37,284 (as on the date of the notice)
No of Board Meetings attended during the year	4/4 (During FY 2025-26 till the date of this Notice)
Terms and conditions of appointment or re-appointment including remuneration	Non-Executive Non-Independent Director, liable to retire by rotation, eligible for sitting fees & Fixed Remuneration.
Last drawn remuneration (For the FY 2024-25)	Sitting fees: ₹23.25 Lakh Fixed Remuneration: ₹20 Lakh
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: Director in the board of M/s. Harikrishna Green Power Private Limited Memberships of Committees: Nil 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.	He represents Business Management, Finance and Human Resources under Minority Sector.
The manner in which the proposed Independent Director meets such requirements.	He has rich experience in the business of textiles and export of home textiles. He has widely travelled overseas for his export business and has a business interest in certain finance firms.