

IRC:F48:108:225:2025

July 24, 2025

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

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

Scrip Code: KARURVYSYA

Scrip Code: 590003

Dear Sir/Madam,

Sub: Intimation Under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome of the Board Meeting.

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Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), we inform that Board of Directors (Board) at its meeting held today (i.e. July 24, 2025) has inter-alia, considered and approved the following:

**1. Fixation of date for 106<sup>th</sup> Annual General Meeting of the Bank**

106<sup>th</sup> Annual General Meeting (AGM) of the Bank, is scheduled to be held on Thursday, August 21, 2025 at 11:00 a.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), in compliance with the extant guidelines issued by Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI).

The Bank will, in due course, despatch / disseminate the Integrated Annual Report for FY 2024-25 comprising, inter alia, the audited financial statements of the Bank for the FY 2024-25, along with the Directors' Report, Auditors' Report and other documents required to be attached thereto and also the Notice convening the 106<sup>th</sup> AGM, in accordance with the provisions of applicable laws.

Further, pursuant to Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the dividend for FY 2024-25, if approved by the shareholders at the 106<sup>th</sup> AGM, will be paid/despached to the eligible equity shareholders of the Bank on or after August 22, 2025, in accordance with the provisions of applicable laws.

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

## 2. Increase in authorised share capital and alteration of Clause 5 of the Memorandum of Association (MOA) of the Bank

Increase in authorised share capital and alteration of the Capital Clause (Clause 5) of the Memorandum of Association (MOA) of the Bank as given below, subject to the approval of the Members of the Bank in the ensuing AGM and other regulatory approvals, if required:

Existing clause	Amended clause
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.

## 3. Karur Vysya Bank Employee Stock Option Scheme – 2025 (KVB-ESOS-2025)

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors, has considered and approved the implementation of Karur Vysya Bank Employee Stock Option Scheme – 2025 (KVB-ESOS-2025), subject to the approval of the shareholders of the Bank in the ensuing AGM.

The disclosures as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure-I**.

## 4. Allotment of equity shares under ESOS 2011 & ESOS 2018 Schemes

- Allotment of 25,141 Equity Shares of face value of ₹ 2 each to various employees who had exercised their options under KVB ESOS 2011 & ESOS 2018 Schemes.
- Allotment of 15,697 Equity Shares of face value of ₹ 2 each to Shri B Ramesh Babu, MD & CEO under KVB ESOS 2018 Scheme as a part of his non-cash component of variable pay for the FY 2023-24, in terms of his compensation structure.
- Allotment of 21,884 Equity Shares of face value of ₹ 2 each to Senior Management Personnel of the Bank under KVB ESOS 2018 Scheme, as a part of their non-cash component of variable pay for the FY 2023-24, in terms of their compensation structure.

## 5. Appointment of Secretarial Auditors of the Bank for the period FY 2025-26 to FY 2029-30

Appointment of M/s. S.A.E. & Associates LLP, Practising Company Secretaries firm (Registration No.: L2018TN004700) registered with The Institute of Company Secretaries of India, as Secretarial Auditors of the Bank from FY 2025-26 to FY 2029-30, for a fee of ₹ 2.25 Lakh per annum plus applicable GST & actual out of pocket expense for FY 2025-26 with 10% increase every year thereafter till FY 2029-30, subject to approval of the shareholders in the ensuing Annual General Meeting. The brief profile of M/s. S.A.E. & Associates LLP is enclosed as **Annexure - II**.

## 6. Record Date for proposed Dividend for the FY 2024-25

Pursuant to Regulation 42 of SEBI LODR, Board has fixed the record date as August 07, 2025, for determining the members who are eligible for dividend subject to approval of shareholders in the ensuing AGM.

Board meeting commenced at 11.30 A.M. and concluded at 6.30 P.M.

Kindly take the same on record.

Yours faithfully,

Srinivasarao M  
 Company Secretary &  
 Deputy General Manager

**Annexure – I**

Details as required in accordance with the SEBI Listing Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Scheme	Karur Vysya Bank Employee Stock Option Scheme - 2025 ("KVB-ESOS-2025")
2.	Brief details of options granted	<p>The ESOP pool of 3,00,00,000 (Three crore) Options convertible into 3,00,00,000 (Three crore) Equity Shares of face value of ₹ 2/- each.</p> <p>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 for the Bank.</p> <p>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.</p> <p>However, no grant has been made under the Scheme, as on date.</p>
3.	whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes
4.	Total number of shares covered by these options	3,00,00,000 (Three Crore) Equity Shares of face value ₹ 2 /- each (Each Option is convertible into one Equity Share of the Bank).
5.	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.

Sr. No.	Particulars	Details
6.	Options vested	Not Applicable, as this outcome is pertaining to KVB-ESOS-2025 by the Board of Directors.
7.	Options exercised	
8.	Money realized by exercise of options;	
9.	The total number of shares arising as a result of exercise of option	
10.	Options lapsed	
11.	Variation of terms of options	
12.	Brief details of significant terms	<p>The KVB-ESOS-2025 shall be implemented and administered directly by the Bank through the Nomination and Remuneration Committee ("Compensation Committee").</p> <p>The grant of Options is based upon the eligibility criteria as determined by the Nomination and Remuneration Committee.</p> <p>Employee Stock Options granted under KVB-ESOS-2025 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.</p> <p>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.</p> <p>The granted Options once vested shall entitle the Option holder to acquire equal number of Equity Shares, upon payment of exercise price, applicable taxes and other charges, if any, in accordance with terms and conditions of the Scheme.</p> <p>The Shares allotted to the Grantees pursuant to Exercise of Options shall not be subject to any lock-in period</p>

Sr. No.	Particulars	Details
13.	Subsequent changes or cancellation or exercise of such options	Not Applicable, as this outcome is pertaining to KVB-ESOS-2025 by the Board of Directors
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	

**Annexure - II****Brief profile of M/s. S.A.E. & Associates LLP**

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 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.