

IRC:F48:57:115:2025

April 16, 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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

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Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the Postal Ballot Notice dated March 27, 2025 together with the Explanatory Statement thereto, seeking the approval of Members of The Karur Vysya Bank Limited on the below given Businesses, by means of Postal Ballot (only through remote e-voting process), in compliance with Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regard:

<b>Sl. No</b>	<b>Description</b>	<b>Resolution</b>
1.	To approve the Appointment of Shri Sankar Balabhadrapatruni (DIN: 08846754) as a Whole-time Director, designated as Executive Director of the Bank for a period of three (3) years	Ordinary
2.	To approve the Remuneration payable to Shri Sankar Balabhadrapatruni (DIN: 08846754), Whole-time Director designated as Executive Director of the Bank	Ordinary
3.	To approve the re-appointment of Dr Meena Hemchandra (DIN: 05337181), as Non-Executive Independent Director of the Bank, for second term of five (5) years	Special
4.	To approve the re-appointment of Shri. Murali Ramaswami (DIN: 08659944), as Non-Executive Independent Director of the Bank, for second term of five (5) years	Special

In compliance with the applicable circulars, Postal Ballot Notice is being sent only through email, to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 11, 2025** (“cut-off date”) received from the Depositories and whose e-mail addresses are registered with the Bank’s RTA / Depositories. Members who have not updated their email address with the Bank’s RTA / Depository Participants are requested to update their email addresses as per the instructions given in the enclosed Notice. The Postal Ballot Notice is also available on the website of the Bank at [www.kvb.co.in](http://www.kvb.co.in).

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

Date and time of commencement of remote e-Voting	Friday, April 18, 2025 (10.00 A.M. IST)
Date and time of conclusion of remote e-Voting	Saturday, May 17, 2025 (05.00 P.M. IST)

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

Kindly take the same on record.

Yours faithfully,

Srinivasarao M  
 Company Secretary &  
 Deputy General Manager

Encl: As Above



## THE KARUR VYSYA BANK LIMITED

Registered & Central Office, No. 20, Erode Road,

Vadivel Nagar, L.N.S., Karur-639002

[CIN No: L65110TN1916PLC001295] [e-Mail:kvb\_sig@kvbmail.com]

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

### POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), General Circular No .09/2024 dated 19.09.2024 read with General Circular No. 14/2020 dated 08.04.2020, No. 17/2020 dated 13.04.2020, No. 22/2020 dated 15.06.2020, No. 33/2020 dated 28.09.2020, No. 39/2020 dated 31.12.2020, No. 10/2021 dated 23.06.2021, No. 20/2021 dated 08.12.2021, No. 03/2022 dated 05.05.2022, No. 11/2022 dated 28.12.2022 and No .09/2023 dated 25.09.2023 (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, regulations, circulars and notifications thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), the resolutions appended below are proposed for approval of the members of The Karur Vysya Bank Limited (“the Bank”), through postal ballot by way of voting through electronic means (“remote e-Voting”) only:

#### SPECIAL BUSINESSES:

##### Item No. 1:

**To approve the Appointment of Shri Sankar Balabhadrapatruni (DIN: 08846754) as a Whole-time Director, designated as Executive Director of the Bank for a period of three (3) years**

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

**“RESOLVED THAT** pursuant to the approval accorded by the Reserve Bank of India under Section 35B of the Banking Regulation Act, 1949 and guidelines, circulars issued by the Reserve Bank of India from time to time, the provisions of Section 152, 196, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Section 10A and other applicable provisions of the Banking Regulation Act, 1949, Regulations 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and Article 24(c) of Articles of Association of the Bank, Shri Sankar Balabhadrapatruni (DIN: 08846754), be and is hereby appointed as a Whole-time Director, designated as Executive Director, for a period of three (3) years from the date of taking charge i.e., March 12, 2025, not liable to retire by rotation.

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

##### Item No. 2:

**To approve the Remuneration payable to Shri Sankar Balabhadrapatruni (DIN: 08846754), Whole-time Director designated as Executive Director of the Bank**

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

**“RESOLVED THAT** pursuant to the approval accorded by the Reserve Bank of India under Section 35B of the Banking Regulation Act, 1949 and guidelines, circulars issued by the Reserve Bank of India from time to time, the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and relevant clauses of Articles of Association, the approval of the members of the Bank be and are hereby accorded to the following terms and conditions including remuneration payable to Shri Sankar Balabhadrapatruni (DIN: 08846754), Whole-time Director, designated as Executive Director, for a period of three (3) years effective from March 12, 2025:

S. No.	Particulars	Amount (per annum) (In Rs.)
	<b>Part-A: Fixed Pay</b> (including perquisites)	
1.	Salary	44,00,000
2.	Leave Fare Concession/ Allowance	1,00,000
3.	Special allowance	41,70,000
4.	Perquisites:	
	i) Free Furnished House and its maintenance/House Rent Allowance	22,00,000
	ii) Conveyance Allowance/Bank has to provide Car for self and spouse, Official & private purposes	40,000
	iii) Reimbursement of medical expenses -Medical aid allowance	60,000
	iv) Telephone charges	20,000
	v) Subscription to newspaper and business Magazines.	10,000
	<b>Total Fixed pay (including perquisites)</b>	<b>1,10,00,000</b>

Eligible for 10% of annual increment every year, subject to RBI approval.

Further he is eligible for the following perquisites which are reimbursable nature without any monetary ceilings:

1.	Traveling and halting allowance: Two and fro fare by business/executive class for air travel for official purpose and halting allowances, Boarding and lodging charges as applicable to other directors of the Bank.
2.	Reimbursement of medical hospitalization charges to the extent of 100% of self and dependent family members.
3.	Entertainment expenses will be reimbursed on production of bills.
4.	Leave: Casual leave: 12 days. Privilege leave: 1 day for every 11 days of service. Sick leave: 30 days. Encashment of accumulated Casual and privilege leave at the end of tenure.

**Part-B:**

**Variable Pay:** Amount of variable pay will be as approved by the RBI from time to time for each financial year as per the achievement of performance parameters fixed by the Nomination and Remuneration Committee of the Bank.

1.	Variable Pay: For each FY / Performance period	100% of the fixed pay
2.	Cash Component	50% of variable pay
3.	Non Cash Component (Share-linked instruments / ESOPs)	50% of variable pay

Notes:

- The maximum variable pay is proposed at 100% of the fixed pay which shall be subject to performance review by the Nomination and Remuneration committee based on the quantitative and qualitative criteria fixed from time to time.
- Out of the Total variable pay, 50% shall be Cash component and remaining 50% shall be Non-cash component.
- Further, 50% of the cash component may be paid upfront while the remaining 50% is to be deferred over the next three years in equal tranches. The Non-cash component to be deferred over next three years in tranches of 33.33% each.
- The deferred compensation would be subject to malus and clawback arrangements as per Bank's Compensation Policy.

**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 authorize company secretary to take necessary actions on behalf of the Bank in this regard.”

**Item No. 3:**

**To approve the re-appointment of Dr Meena Hemchandra (DIN: 05337181), as Non-Executive Independent Director of the Bank, for second term of five (5) years**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, Regulations 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant clauses of Articles of Association of the Bank, Dr Meena Hemchandra (DIN: 05337181) be and is hereby re-appointed as Non-Executive Independent Director of the Bank to hold office for second term of five (5) years with effect from May 26, 2025 to May 25, 2030, not liable to retire by rotation.

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

**Item No. 4:**

**To approve the re-appointment of Shri. Murali Ramaswami (DIN: 08659944), as Non-Executive Independent Director of the Bank, for second term of five (5) years**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by the Reserve Bank of India from time to time, Regulations 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant clauses of Articles of Association of the Bank, Shri. Murali Ramaswami (DIN: 08659944) be and is hereby re-appointed as Non-Executive Independent Director of the Bank to hold office for second term of five (5) years with effect from June 14, 2025 to June 13, 2030, not liable to retire by rotation.

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

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

**Srinivasa Rao M**

Company Secretary  
(Membership No. ACS 19189)

Date: 27.03.2025

Place: Karur

## Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act and disclosure as required pursuant to Regulation 36(3) of the SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment also forms part of this Notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by e-mail to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, April 11, 2025** (“cut-off date”) received from the Depositories and whose e-mail addresses are registered with the Bank’s RTA / Depositories. Hence, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members.
3. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, MCA Circulars and Regulation 44 of the SEBI LODR read with SEBI circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Bank is providing remote e-Voting facility to the members to exercise their right to vote on the proposed resolutions. The Bank has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-Voting facility to all its members.
4. This Postal Ballot Notice shall be available on the Bank’s website at [www.kvb.co.in](http://www.kvb.co.in) and also on the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), the stock exchange where the Equity Shares of the Bank are listed and on website of e-voting service provider i.e., the e-voting website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-Voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date i.e., **Friday, April 11, 2025**, will be considered for the purpose of remote e-Voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members.
6. Voting rights of the Members/Beneficial owners shall be reckoned on the basis of the paid-up value of equity shares held by them as on the cut-off date.
7. The remote e-Voting facility will be available during the following period:

<b>Commencement of e-Voting:</b>	<b>Friday, April 18, 2025 (10.00 a.m. IST)</b>
<b>Conclusion of e-Voting:</b>	<b>Saturday, May 17, 2025 (5.00 p.m. IST)</b>

During this period, members of the Bank holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Friday, April 11, 2025** may cast their vote electronically. The remote e-Voting facility will be blocked by NSDL immediately after **05.00 p.m. IST** on **Saturday, May 17, 2025**. Thereafter the members will not be allowed to cast their votes. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

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

11. The resolutions, if approved, shall be deemed to have been passed on **Saturday, May 17, 2025** i.e., the last date specified for receipt of votes through the remote e-Voting process. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
12. Documents referred in the Notice shall be made available for electronic inspection without any fee to the members from the date of circulation of this Notice up to the date of closure of remote e-Voting i.e., **Saturday, May 17, 2025 (5.00 p.m. IST)**. Members who wish to inspect such documents are requested to send an email to [kvb\\_sig@kvbmail.com](mailto:kvb_sig@kvbmail.com) mentioning their name, Folio no./ DP ID and Client ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
13. The Members of the Bank whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on **Friday, April 11, 2025** (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with the Bank's RTA/Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.

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

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

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

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

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

a) For the shares held in physical form	<p>Submit duly filled Forms viz., ISR-1 (Request for Registering/updating the e-Mail ID, PAN, KYC details, Bank mandate etc.), ISR-2 (confirmation of signature of shareholder by their banker), SH-13 (request for nomination), etc., as the case may be, along with required supporting documents to the Bank's RTA i.e. M/s MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) addressed at (Unit: The Karur Vysya Bank Ltd) "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028. Phone: 0422-2314792/4958995/2539835/2539836, E-mail: <a href="mailto:coimbatore@in.mpms.mufg.com">coimbatore@in.mpms.mufg.com</a>, Website: <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a>.</p>
	<p>The format of said Forms are available at <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a> → Resources → Downloads → KYC and also available at <a href="http://www.kvb.co.in">www.kvb.co.in</a> → Investor Corner → Share Holder FAQ.</p>
b) For the shares held in electronic form (i.e., Demat)	<p>The details shall be updated with the concerned Depository Participant (DP) where the Demat account is maintained.</p>

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

**The details of the process and manner for remote e-voting are given below:**

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




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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
	<p>NSDL Mobile App is available on</p>   

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-099-11

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is A001** and EVEN is 101456 then user ID is 101456A001**

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

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

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [byascrutiniser@gmail.com](mailto:byascrutiniser@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [kvb\\_sig@kvbmail.com](mailto:kvb_sig@kvbmail.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](mailto:kvb_sig@kvbmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## EXPLANATORY STATEMENT

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

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

#### Item No. 1 and 2:

In the context of growing complexities of the banking sector and to establish an effective senior management complementing Managing Director and CEO’s position, Reserve Bank of India vide its circular on Appointment of Whole-Time Director(s) - RBI/2023-24/70 DOR.HGG. GOV.REC.46/29.67.001/2023-24 dated October 25, 2023 has advised to ensure the presence of at least two Whole Time Directors (WTDs), including the Managing Director and CEO, on the Bank’s Boards.

Based on the requirements, with the approval of Reserve Bank of India, Board has appointed Shri J Natarajan as Whole Time Director & designated as Executive Director for a period of one year from the date of taking charge. Shri J Natarajan has taken charge as Executive Director of the Bank on 22.05.2024 and his one-year term would end on 21.05.2025.

As a part of succession planning, the candidature of Shri Sankar Balabhadrapatruni, former Deputy Managing Director, Stress Asset Resolution Group (SARG), State Bank of India - having hands on experience in Operations & Commercial Banking including SME, was identified for the role of Executive Director of the Bank. Shri Sankar Balabhadrapatruni has given his consent to act as a Director of the Bank.

Shri Sankar Balabhadrapatruni is a tenured banker with over three and half decades of experience. He holds a graduate degree in B.Com (Hons.) from Osmania University, postgraduate degree in Master of Management Studies (Finance) from Banaras Hindu University and is a Certified Associate of the Indian Institute of Banking & Finance (CAIIB). Over the years, he has held various roles with progressive responsibilities at the State Bank of India (SBI), contributing to its success and navigating through numerous challenges. In his last assignment with SBI, he was Deputy Managing Director - In charge for the stressed assets management of SBI. He emphasized on the quality recovery, minimizing losses, and avoiding compromises on smaller accounts. He also served as the Chief Operating Officer, overseeing SBI’s entire operations, customer service, branch redesign, and ATM network. As a Chief General Manager of SME - Corporate Centre SBI, he was tasked with reactivating the SBI’s SME business. He also has prior Board Experience and has good exposure to Risk Management, Internal Audits, enhancing efficiency and operations by leveraging technology.

NRC has scrutinized the candidature of Shri Sankar Balabhadrapatruni for the position of Whole Time Director – designating as Executive Director and found him ‘fit and proper’ as per the RBI guidelines. Based on the NRC’s recommendations, Board has recommended his candidature as Whole Time Director – designating as Executive Director to the RBI.

The Board confirms that Shri Sankar Balabhadrapatruni fulfils the following conditions;

- ‘Fit and Proper’ to be appointed as a Whole Time Director of the Bank, in terms of the fit and proper norms prescribed by the RBI;
- Fulfils the conditions relating to his appointment as prescribed under the relevant provisions of the Act, the relevant rules notified thereunder, the SEBI LODR, the Banking Regulation Act, 1949 and the guidelines issued by the RBI, in this regard, from time to time;
- Not debarred from holding the office of director by virtue of any order by SEBI or any other authority;
- Not disqualified from being appointed as a Director of the Bank, in terms of Section 164 of the Act

In the opinion of the Board, Shri Sankar Balabhadrapatruni is a person of integrity and has relevant skills, experience and expertise, representing Majority Sector in the areas of Banking, Accounting, Auditing, Finance, Credit, Payment & Settlement System, MSME, Information Technology, Rural Economy, Credit Recovery, Marketing, Strategic Management, Business Management, Human Resources and Risk Management, as required under Section 10A2(a) of the Banking Regulation Act, 1949 and guidelines issued from time to time by the Reserve Bank of India.

RBI vide its letter No. DoR.GOV.No.7292/08.41.001/2024-25 dated February 11, 2025, had accorded its approval for the appointment of Shri Sankar Balabhadrapatruni (DIN: 08846754) as Whole-time Director (Executive Director) of the

Bank, for a period of three (3) years with effect from the date of taking charge along with the terms and conditions. Subsequently, the Board in its meeting held on February 20, 2025, co-opted Shri Sankar Balabhadrapatruni as an Additional Director in the Category of Whole Time Director and designated him as Executive Director and Key Managerial Personnel of the Bank for a period of three (3) years with effect from the date of his taking charge and Shri Sankar Balabhadrapatruni has taken charge as Executive Director on March 12, 2025. Pursuant to the provisions of Section 152 of the Act and relevant clauses of the Articles of Association (the "Articles") of the Bank, he shall not be liable to retire by rotation, during his tenure as Whole-time Director (Executive Director) of the Bank.

Further, in terms of RBI Circular on Compensation guidelines dated November 4, 2019, and Compensation policy of the Bank, he is one of the Material Risk Taker (MRT) and the compensation structure of Whole Time Director (Executive Director) shall comprise of Fixed pay & Variable pay. Board of Directors recommended a Fixed pay of Rs 1.10 Cr (including perquisites). With respect to the reimbursement of medical hospitalization charges to the extent of 100% of self and dependent family members, the Bank has an infinity health insurance policy in place and only premium is borne by the Bank. The RBI Guidelines explicitly lays down that the Variable Pay component shall be part of the overall compensation package and such variable pay shall be at least 100% with a maximum ceiling limit of 300% of fixed pay. As per the extant guidelines of RBI, the Board of Directors recommended minimum ceiling limit of Variable Pay i.e., 100% of fixed pay.

In tune with regulatory guidelines, NRC would evaluate the performance of the Whole Time Director (Executive Director) on the performance-based metrics (both Quantitative and Qualitative factors) having financial parameter based on the business growth of the Bank and non-financial parameters related to overall governance & internal control aspects. Based on the assessment of performance the amount of variable pay shall be determined by NRC within the maximum limit of 100% of fixed pay subject to the approval of Board of Directors and Reserve Bank of India. The variable pay arrangements shall be subject to deferral, malus and clawback provisions as per Bank's Compensation Policy and RBI's Compensation Guidelines.

The Brief Profile of Shri Sankar Balabhadrapatruni is set out in the Additional Information forming part of this Explanatory Statement. Your directors, therefore, recommend the Resolution at Item No. 1 and 2 of this Notice for the approval of shareholders of the Bank.

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

**Item No. 3 :**

Dr Meena Hemchandra (DIN: 05337181) was co-opted as an Additional Director under Independent Category of the Bank in the Board Meeting held on May 26, 2022 under the provisions of Section 161 of the Companies Act, 2013 and Article 27 of the Articles of Association of the Bank. Shareholders of the Bank in the 103<sup>rd</sup> Annual General Meeting held on August 03, 2022, have approved her appointment as Non-Executive Independent Directors for a period of three years with effect from May 26, 2022, to May 25, 2025, as her first term. The first three years of Dr Meena Hemchandra as Independent Director is going to cease at the close of office hours on May 25, 2025.

Dr Meena Hemchandra, is a veteran RBI top brass with years of rich regulatory experience. She has held various positions in the country's central bank and retired as Executive Director in charge of supervision of Banks, NBFCs and Cooperative Banks. Her expertise spans across varied segments in RBI including supervision, treasury management, external investments & operations, risk management, foreign exchange, IT governance etc., She has been appointed as Non-Executive Independent Part-time Chairperson of the Bank since July 25, 2022, for a period of three years. Bank witnessed tangible changes during her tenure in terms of enhanced corporate governance, meticulous strategy planning & close monitoring, refinement in Board process & functioning, enhanced compliance culture etc., As a Chairperson of NPA Management Committee, as well as member of Risk Management & Asset Liability Management Committee, Nomination & Remuneration Committee, IT Strategy & Digital Transaction Monitoring committee and CSR & ESG Committee, she strongly emphasized on being cognizant with the current industry trends and ensured following robust corporate governance practices stemming from professionalism, transparency and fairness.

Based on the skills, rich experience, integrity, knowledge, continued valuable contribution, performance during her first term and outcome of performance evaluation of the Independent Directors and other 'fit and proper' criteria,

information provided in the Declaration cum Undertaking, the Board of Directors of the Bank in its meeting held on February 20, 2025 have approved the proposal for re-appointment of Dr Meena Hemchandra as a Non- Executive Independent Director of the Bank for second term of five (5) years, w.e.f. May 26, 2025 to May 25, 2030 subject to the approval of shareholders of the Bank by way of a special resolution.

In terms of section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Dr Meena Hemchandra has furnished consent for her re-appointment and confirmed that She fulfil the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI LODR. Dr Meena Hemchandra is not disqualified from being appointed as Director in terms of Section 164 of the Act, and she is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India's order or any other such authority. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and SEBI LODR and is independent of the management of the Bank.

Pursuant to Section 149(10), an Independent Director shall be eligible for re-appointment on passing of a special resolution by the company. Further, pursuant to the provisions of Regulation 17(1C) & 25(2A) of the SEBI LODR, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Brief Profile of Dr Meena Hemchandra is set out in Additional Information forming part of this Explanatory Statement.

Your directors, therefore, recommend the re-appointment of Dr Meena Hemchandra as a Non-Executive Independent Director of the Bank for second term of five (5) years as set out in Item No. 3 of this Notice.

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

**Item No. 4 :**

Shri Murali Ramaswami was co-opted as an Additional Director under the Independent Category of the Bank in the Board Meeting held on June 14, 2022, pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 27 of the Articles of Association of the Bank. Shareholders of the Bank in the 103<sup>rd</sup> Annual General Meeting held on August 03, 2022, have approved his appointment as Non-Executive Independent Director for a period of three years with effect from June 14, 2022, to June 13, 2025, as his first term. The first three years of Shri Murali Ramaswami is going to cease at the close of office hours on June 13, 2025.

Shri Murali Ramaswami is a seasoned banker with strong expertise in banking domain and hands on practical banking experience at various higher positions in Vijaya Bank and Bank of Baroda. He retired as the Executive Director of Bank of Baroda and his expertise cuts across all the segments of the banking industry. He has made valuable contributions to the collective decision making of the Board through his cherished wisdom and thoughtful insights. As the Chairman of the Special Committee of the Board for Monitoring and Follow-up of fraud cases, he has ensured further strengthening of fraud identification, prevention and reporting process. His rich experience in handling various segments of credit has further enhanced the quality of deliberations and decision making in the Management Committee of the Board. He is also a Member in the Nomination & Remuneration Committee and CSR & ESG Committee of the Bank and played a very participative role in these meetings. He also played a pivotal role in shaping up the business growth strategy of the Bank and in overall improvement in the supportive operation functions of the Bank.

Based on the skills, contribution and performance during his first term and outcome of performance evaluation of the Independent Directors and other 'fit and proper' criteria, information provided in the Declaration cum Undertaking, the Board of Directors of the Bank in its meeting held on February 20, 2025 have approved the proposal for re-appointment of Shri Murali Ramaswami as a Non - Executive Independent Director of the Bank for second term of five (5) years, w.e.f. June 14, 2025 to June 13, 2030 subject to the approval of shareholders of the Bank by way of a special resolution.

In terms of section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Murali Ramaswami has furnished consent for his re-appointment and confirmed that he fulfil the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI LODR. Shri Murali Ramaswami is not

disqualified from being appointed as Director in terms of Section 164 of the Act, and he is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India's order or any other such authority. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and SEBI LODR and is independent of the management of the Bank.

Pursuant to the provisions of Section 149(10), an Independent Director shall be eligible for re-appointment on passing of a special resolution by the company. Further, pursuant to the provisions of Regulation 17(1C) & 25(2A) of the SEBI LODR, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

The Brief Profile of Shri Murali Ramaswami is set out in Additional Information forming part of this Explanatory Statement.

Your directors, therefore, recommend the re-appointment of Shri Murali Ramaswami as a Non-Executive Independent Director of the Bank for the second term of five (5) years as set out in Item No. 4 of this Notice.

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

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

**Item No. 1 & 2 :**

<b>Name</b>	<b>Shri Sankar Balabhadrapatruni</b>
<b>DIN</b>	08846754
<b>Educational Qualification</b>	B.com (Hons.), Master of Management Studies (Finance), C.A.I.I.B.
<b>Date of Birth (Age in years)</b>	July 05, 1964 (Age – 60 years)
<b>Brief Profile</b>	<p>Shri Sankar Balabhadrapatruni is a tenured banker with over three and a half decades of experience. Over the years, he has held various roles with progressive responsibilities at the State Bank of India (SBI), contributing to its success and navigating through numerous challenges.</p> <p>He was former Deputy Managing Director - Stressed Assets, managing NPA worth ~INR 82k crores in SBI. He was CGM of SME - Corporate Centre SBI and tasked with reactivating the SBI’s SME business. Further, he served as the Chief Operating Officer and managed operations for all 23,000 branches including customer service, ATMs (~65,200), and branch re-design, CRM, etc. Exposure to Risk Management, Internal Audits, Board Experience, enhancing efficiency and operations by leveraging technology. In 2019, he served as Chief General Manager (CGM) of Chennai, overseeing the entire Tamil Nadu and Pondicherry regions with 1,391 branches. Managing deposits of over INR 1,80,000 crores and advances of INR 1,22,000 crores.</p> <p>He holds a graduate degree in B.Com (Hons.) from Osmania University, postgraduate degree in Master of Management Studies (Finance) from Banaras Hindu University and is a Certified Associate of the Indian Institute of Banking &amp; Finance (CAIIB).</p>
<b>Date of first appointment on the Board</b>	March 12, 2025
<b>Nature of his experience in specific functional areas</b>	Tenured banker with over three and half decades of experience in Banking
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	<p>He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.</p> <p>He is not related to promoter group and would be in whole time employment of the Bank.</p>
<b>Shareholding</b>	22,700 equity shares
<b>No of Board Meetings attended during the year (FY 2024-25) (Conducted/Attended)</b>	1/1 (During his tenure)
<b>Terms and conditions of appointment or reappointment including remuneration</b>	Appointment as Whole Time Director and designated as Executive Director for a period of three years with effect from the date of taking charge i.e., March 12, 2025 and not liable to retire by rotation. Terms of remuneration are as mentioned in the resolution.
<b>Last drawn remuneration (For the FY 2024-25 upto February 2025)</b>	Not Applicable

<p><b>Names of the entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years</b></p>	<p>Directorships: Nil Listed entities from which the person has resigned in the past three years: Nil</p>
<p><b>Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.</b>  <b>The manner in which the proposed Director meets such requirements.</b></p>	<p>Majority Sector – Banking, Accounting, Auditing, Finance, Credit, Payment &amp; Settlement System, MSME, Information Technology, Rural Economy, Credit Recovery, Marketing, Strategic Management, Business Management, Human Resources and Risk Management</p> <p>Retired Deputy Managing Director of State Bank of India’s Stressed Asset Resolution Group (SARG). Over 35 years of service, he has held various roles with progressive responsibilities having exposure to Risk Management, Internal Audits, Board Experience, enhancing efficiency and operations by leveraging technology contributing to SBI’s success and navigating through numerous challenges.</p>

**Item No. 3:**

<b>Name</b>	<b>Dr Meena Hemchandra</b>
<b>DIN</b>	05337181
<b>Educational Qualification</b>	M.A., (Economics), Ph.D.,(Economics), CFA (India), EDP on Advanced Risk Management - Wharton (USA), PG programme in Data Science and Business Analytics (University of Texas-Austin/ Great Lakes Institute Delhi), C.A.I.I.B.
<b>Date of Birth (Age in years)</b>	November 20, 1957 (Age – 67 years)
<b>Brief Profile</b>	<p>Dr Meena Hemchandra is a career central banker with Four decades of experience in various departments of Reserve Bank of India. She was Executive Director of Reserve Bank of India incharge of Supervision of Banks, Non-Banking Finance Companies and Cooperative Banks from June 2015 till her superannuation in November 2017. Her earlier experience includes treasury management, having headed the Department of External Investment and Operations (a department that manages the country’s forex reserves) between 2005 and 2011. She also has expertise in Strategic Planning, and in foreign exchange regulations having worked in the Foreign Exchange Department at various points in her career. She has in-depth understanding of corporate governance and corporate balance sheets having worked in departments relating to large corporate finance, supervision over banks and from her long board tenures. Her Board experience of over nine years includes Reserve Bank of India nominee directorship on the Boards of Union Bank of India, Canara Bank and ECGC. Further, she was an Independent Director on the Board of Clearing Corporation of India Limited.</p> <p>She has strong skills in IT governance having established the ‘Standing Committee on Cyber Security in Banks’ in RBI and being its first Chairperson. She oversaw the framing of RBI guidelines on cyber security in June 2016.</p> <p>She had also been the Principal of the Reserve Bank’s College of Agricultural Banking organising training courses in Agriculture and Rural Credit, Co-operative Banking, Financial Inclusion, Financial Literacy, etc.</p> <p>She advises on banking sector regulation, financial matters and cyber-security/ IT governance in banks.</p> <p>Dr Meena Hemchandra holds Bachelor of Arts (Economics) from Calcutta University; Master of Arts (Economics) from Madurai Kamaraj University; PhD in Economics from Gokhale Institute of Politics and Economics, Pune (Thesis-‘An Early Warning Framework for Financial Stress’). Her executive education includes EDP on Advanced Risk Management from Wharton (USA), CFA (Chartered Financial Analyst) (India), C.A.I.I.B, Diploma in C++ Programming from CMC, and 1-year PG programme (online) in Data Science and Business Analytics (University of Texas-Austin/Great Lakes Institute-Delhi).</p>
<b>Date of first appointment on the Board</b>	May 26, 2022
<b>Nature of her experience in specific functional areas</b>	Career central banker with over four decades of experience.

<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	She is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
<b>Shareholding</b>	2,500 equity shares
<b>No of Board Meetings attended during the year (FY 2024-25) (Conducted/Attended)</b>	13/13 (During FY 2024-25 till the date of this Notice)
<b>Terms and conditions of appointment or re-appointment including remuneration</b>	<p>Re- appointment as Non - Executive Independent Director for a period of five years with effect from May 26, 2025 and not liable to retire by rotation.</p> <p>She will be entitled to sitting fees for participation in the Board and other meetings, as well as remuneration for the position of Chairperson as approved by the shareholders and Reserve Bank of India.</p>
<b>Last drawn remuneration (For the FY 2024-25 upto February 2025)</b>	<p>47.75 Lakhs</p> <p>(Sitting Fee and remuneration as Chairperson)</p>
<b>Names of the entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years</b>	<p>She is an Independent Director on the Board of M/s Triveni Engineering &amp; Industries Limited also Chairperson of Audit Committee and having directorship in M/s Digital Lending Association of India – Section 8 Company.</p> <p>Listed entities from which the person has resigned in the past three years: Nil</p>
<b>Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.</b>	Majority Sector – Economics, Banking, Agricultural & Rural Economy, Finance, Business Management, Treasury Operations, Payments & Settlements System, Information Technology, Cyber Security, Risk Management, Supervision and Business analytics
<b>The manner in which the proposed Director meets such requirements.</b>	Retired Executive Director in charge of Banking and nonbanking supervision in Reserve Bank of India having over 35 years of service. She has relevant knowledge or experience in respect of one or more matters namely Economics, Banking, Finance, Forex operations & Clearing Systems, Information Technology, Agriculture, Risk and regulatory supervision Analytics, etc

**Item No. 4:**

<b>Name</b>	<b>Shri Murali Ramaswami</b>
<b>DIN</b>	08659944
<b>Educational Qualification</b>	B.Com., M.B.A., AICWA., C.A.I.I.B., DBF(ICFAI).
<b>Date of Birth (Age in years)</b>	December 20, 1960 (Age – 64 years)
<b>Brief Profile</b>	<p>Shri Murali Ramaswami is a seasoned banker having wide experience for more than three decades. He started his career in 1984 and joined Vijaya Bank in 1989 and retired as an Executive Director in Bank of Baroda in 2020. He was involved in various facets of Banking sector essentially in Credit, Treasury, International Operations, Cash Management, Integration Management, Digital Banking and Information Technology Initiatives. He started his career in banking domain with Vijaya Bank, during the span of 30 years in Vijaya Bank, he rose to the position of Executive Director. In his career at Vijaya Bank, he held important positions in Credit, Operations and also as CFO of the bank. He has also worked as an Executive Director in Bank of Baroda during the year 2019-2020.</p> <p>He served as a nominee director in M/s India Infra Debt Ltd and M/s BOB Capital Markets Ltd during his tenure in Bank of Baroda. He is well versed with all areas of Banking Sector.</p> <p>Shri Murali Ramaswami is a B.Com graduate from Madras University, AICWA from the Institute of Cost &amp; Works Accountants of India, DBF from the Institute of Chartered Financial Analysts of India, C.A.I.I.B from the Indian Institute of Bankers, MBA from University of Madras -Specialized in Corporate Finance, Foreign Trade &amp; Market research.</p>
<b>Date of first appointment on the Board</b>	June 14, 2022
<b>Nature of his experience in specific functional areas</b>	A seasoned banker having wide experience for more than three decades in various functions of Banking.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
<b>Shareholding</b>	2,600 equity shares
<b>No of Board Meetings attended during the year (FY 2024-25) (Conducted/Attended)</b>	13/13 (During FY 2024-25 till the date of this Notice)
<b>Terms and conditions of appointment or reappointment including remuneration</b>	<p>Re-appointment as Non - Executive Independent Director for a period of five years with effect from June 14, 2025 and not liable to retire by rotation.</p> <p>He will be entitled to sitting fees for participation in the Board and other meetings, as well as compensation in the form of fixed remuneration as approved by the shareholders permissible under relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time.</p>
<b>Last drawn remuneration (For the FY 2024-25 upto February 2025)</b>	38.00 Lakhs (Sitting Fee, Fixed remuneration pertaining to the financial year 2023-24 as per RBI guidelines)

<p><b>Names of the entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years</b></p>	<p>He is an Independent Director on the Board of M/s Can Fin Homes Limited as well as Chairperson of Stakeholders Relationship Committee, Member of Nomination &amp; Remuneration Committee, Corporate Social responsibility Committee and Review Committee for Wilful Defaulters and Large defaulters.</p> <p>Listed entities from which the person has resigned in the past three years: Nil</p>
<p><b>Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.</b></p> <p><b>The manner in which the proposed Director meets such requirements.</b></p>	<p>Majority Sector – Banking, Credit, Finance, Accountancy, Marketing, Payments &amp; Settlements System, Information Technology and Treasury Operations</p> <p>Retired Executive Director of Bank of Baroda. He started his career in 1984 and joined Vijaya Bank in 1989 further elevated as Executive Director in Feb 2018. Has over 30 years of experience in Banking sector - diverse and distinct experience of heading corporate credit, treasury and global markets, international operations, cash management, integration management, Information technology, digital banking experience in 5<sup>th</sup> largest Bank – Bank of Baroda.</p>

Note: None of the above-mentioned directors were earlier rejected by the shareholders at a General Meeting.