IRC:F48:107:263:2023 29.05.2023

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

Scrip Code: KARURVYSYA

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

Scrip Code: 590003

Dear Sir/Madam,

Sub: Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance thereof – Annual Secretarial Compliance Report for the year ended 31st March, 2023

******

In compliance with Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, we enclose herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2023.

Kindly take the same on record.

Yours faithfully,

SRINIVASARAO MADDIRALA
Digitally signed by SRINIVASARAO MADDIRALA
Date: 2023.05.29 11:20:22 +05'30'

Srinivasarao M
Company Secretary &
Deputy General Manager

Encl: As above

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

S.A.E. & Associates LLP
COMPANY SECRETARIES
#4, "Aishwarya", 12B/177, Kumaran Colony
6th Street, Vadapalani, Chennai-600 026
T-91-44-42048235, T-91-44-42048335

Secretarial Compliance Report of

The Karur Vysya Bank Limited for the financial year ended 31st March 2023

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019, dt 8th February 2019]

To

THE KARUR VYSYA BANK LIMITED (CIN: L65110TN1916PLC001295)
No.20, Erode Road, Vadivel Nagar,
L.N.S., Karur - 639002.

We, S.A.E. & Associates LLP, Company Secretaries have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by The Karur Vysya Bank (hereinafter referred as 'the Listed entity'), having its registered office at No.20, Erode Road, Vadivel Nagar, L.N.S., Karur – 639002.

Secretarial Review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the Listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the Listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of secretarial review, we hereby report that the Listed entity has, during the review period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, S.A.E & Associates LLP, Company Secretaries, have examined:

(a) all the documents and records made available to us, and explanation provided by the Listed entity,

S.A.E. & Associates LLP Chennai

(b) the filings/ submissions made by the Listed entity to National Stock Exchange (NSE), where its securities are listed ("hereinafter referred to as the Stock exchange"),

(c) website of the Listed entity (https://www.kvb.co.in/investor-corner/),

(d) other relevant documents/filings which have been relied upon to make this certification,

for the financial year ended 31st March 2023, ("hereinafter referred to as review period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), as amended from time to time;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time **(No compliance requirement was applicable to the Listed entity during the Review Period)**;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended from time to time; **(Not applicable to the Listed entity during the Review Period)**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time;

S.A.E. & Associates LLP Chennai

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021 as amended from time to time**)**;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time;

(i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 **(Not applicable as the Bank is not registered as a Registrar to an issue and as a Share transfer agent)**

(j) Securities and Exchange Board of India (Bankers to the Issue) Regulations, 1994 as amended from time to time

(k) Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended from time to time **(Not applicable as the Listed Entity has not provided any services as Merchant Bankers during the Review Period)**

Based on the above examination, we hereby report that, during the Review period:

(a) The Listed entity **has complied** with the provisions of the above regulations and circulars/ guidelines issued thereunder;

(b) The Listed entity has taken the following actions to comply with the observations made in previous report presented for the financial year ended 31st March 2022 – **There were no observation(s) regarding non-compliance with the provisions of the above regulations and circulars/ guidelines issued thereunder stated in the annual secretarial compliance report for the financial year ended 31st March 2022.**

(c) The reporting as required under circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and/or their material subsidiaries" **is not applicable during**

the Review Period since there was no instance of resignation of statutory auditors during the Review Period.

(d) As per NSE Circulars NSE/CML/2023/21 dated 16th March 2023 and NSE/CML/2023/30 dated 10th April 2023, we confirm the following:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	**Secretarial Standard:** The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	None
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	None
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	None
4.	**Disqualification of Director:** None of the Director of the Listed Entity are disqualified under section 164 of Companies Act, 2013	Yes	None
5.	**To examine details related to Subsidiaries of listed entities:** • Identification of material subsidiary companies • Requirements with respect to disclosure of material as well as other subsidiaries	NA	The Listed Entity does not have any subsidiaries.

S.A.E. & Associates LLP Che mai

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	The Listed Entity has in place a policy as required under SEBI LODR Regulations, 2015 and the same is named as "Policy on Record Retention"
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	**Related Party Transactions:** • The listed entity has obtained prior approval of Audit Committee for all Related party transactions • In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee	Yes	All related party transactions are in the ordinary course of business. However, the Listed entity has obtained omnibus approval from the audit committee
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None

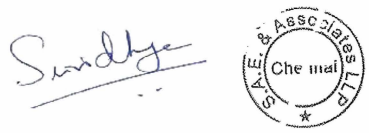
S.A.E. & Associates LLP Che mai

S.A.E. & Associates LLP
COMPANY SECRETARIES
#4, "Aishwarya", 12B/177, Kumaran Colony
6th Street, Vadapalani, Chennai-600 026
T-91-44-42048235, T-91-44-42048335

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the listed entity/ its promoters/ directors/ ~~subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	None
12.	**Additional Non-compliances, if any:** No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	No non-compliance was observed during the Reporting period

Place: Chennai
Date: 27-May-2023

For S.A.E & Associates LLP
Company Secretaries



Srividhya Kumar
Partner
M.No: F11114; CP.No. 20181
UDIN: F011114E000399139

S.A.E. & Associates LLP
COMPANY SECRETARIES
#4, "Aishwarya", 12B/177, Kumaran Colony
6th Street, Vadapalani, Chennai-600 026
T-91-44-42048235, T-91-44-42048335

To

THE KARUR VYSYA BANK LIMITED (CIN: L65110TN1916PLC001295)
No.20, Erode Road, Vadivel Nagar,
L.N.S., Karur - 639002.

Our Secretarial Compliance Report of even date is to be read along with this letter.

1. It is the Management's Responsibility to maintain secretarial records, and to devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as they are subject to audit by the financial auditors of the Listed Entity appointed under section 139 of Companies Act, 2013.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. This Secretarial Compliance Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

Place: Chennai
Date: 27-May-2023

For S.A.E & Associates LLP
Company Secretaries



Srividhya Kumar
Partner
M.No: F11114; CP.No. 20181