

Regd. & Head Office
P. B. No.599, Mahaveera Circle
Kankanady
Mangaluru – 575 002

Phone : 0824-2228182
E-Mail : Comsec@ktkbank.com
Website : www.karnatakabank.com
CIN : L85110KA1924PLC001128

SECRETARIAL DEPARTMENT

26.06.2025

HO: SEC:70:2025-26

To:

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex
Bandra (E), Mumbai-400051
Scrip Code: KTKBANK

The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001
Scrip Code: 532652

Madam / Dear Sir,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015 - Notice of Postal Ballot

Further to our intimation dated June 24, 2025 under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), regarding Outcome of the meeting of the Board of Directors of The Karnataka Bank Limited ("the Bank") and in terms of Regulations 30 and 44 and other applicable provisions of the SEBI Listing Regulations, we submit herewith a copy of the Postal Ballot Notice dated June 26, 2025, together with the Explanatory Statement (Postal Ballot Notice), seeking approval of the Members of the Bank, on the Special Business stated below and as contained in the Postal Ballot Notice, by passing the resolutions through Postal Ballot (only by means of remote e-voting process), pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India or any other applicable law, rules and regulations.

Sl. No.	Resolution	Type of Resolution
1	Re-appointment of Mr. Justice A. V. Chandrashekar (DIN: 08829073) as a Non-Executive, Independent Director of the Bank for a further period of three years	Special Resolution
2	Re-appointment of Mr. Pradeep Kumar Panja (DIN: 03614568) as a Non-Executive, Independent Director of the Bank for a further period of three years	Special Resolution

The Notice of Postal Ballot is being sent to all the Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with Depositories, the Bank and/or Integrated Registry Management Services Private Limited ("RTA") as on Friday, June 20, 2025 (cut-off date). The Postal Ballot Notice is uploaded on the Bank's website at <https://karnatakabank.com> Members holding shares in physical mode and who have not updated their email addresses with the Bank are requested to update their email addresses as per the instructions given in the enclosed Notice.

In accordance with the MCA Circulars, the Bank has made necessary arrangements to enable the eligible Members who have not registered their e-mail address to register the same so as to receive the Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password related details. The procedure for registration of e-mail addresses by such Members and the instructions for remote e-voting are set out in the Notice of the Postal Ballot. As per the provisions of the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting. The Bank has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions set out in the Notice of Postal Ballot shall commence on Monday, June 30, 2025, at 09.00 AM (IST) and shall end on Tuesday, July 29, 2025, at 05.00 PM (IST). The Postal Ballot Notice is uploaded on the website of NSDL at: <https://www.evoting.nsdl.com>

The Bank shall commence dispatch (by electronic means) of the Postal Ballot Notice to the Members from today, i.e., June 26, 2025.

The results of the Postal Ballot will be announced within two (2) working days from the conclusion of the remote e-voting, i.e., on or before Thursday, July 31, 2025. The results of the remote e-voting and the Scrutinizer's Report will be communicated to the Stock Exchanges and placed on the Bank's website at: <https://karnatakabank.com/investor-portal> and on the website of NSDL at <https://www.evoting.nsdl.com>

A copy of the Postal Ballot Notice is annexed to this letter for easy reference.

We request you to take the aforesaid information on record and arrange for dissemination.

Yours faithfully,

Sham K
Company Secretary &
Compliance Officer

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NOTICE OF POSTAL BALLOT

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

To
The Members of the Bank

NOTICE is hereby given that the resolutions set out below are proposed for approval by the Members of The Karnataka Bank Limited ("the Bank") by means of Postal Ballot, by remote e-voting process only ("e-voting") being provided by the Bank to all its Members to cast their votes electronically, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs ("MCA") vide its General Circular No.: 14/2020 dated April 08, 2020, General Circular No.: 17/2020 dated April 13, 2020, General Circular No.: 20/2020 dated May 05, 2020, General Circular No.: 22/2020 dated June 15, 2020, General Circular No.: 33/2020 dated September 28, 2020, General Circular No.: 39/2020 dated December 31, 2020, General Circular No.: 10/2021 dated June 23, 2021, General Circular No.: 20/2021 dated December 08, 2021, General Circular No.: 11/2022 dated December 28, 2022, General Circular No.: 09/2023 dated September 25, 2023 and General Circular No.: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as "MCA Circulars"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than **05.00 PM (IST) on Tuesday, July 29, 2025**. The e-voting facility will be disabled by NSDL immediately thereafter.

An Explanatory Statement, pursuant to Section 102(1) of the Act, and the relevant information required under Regulation 36 (3) of the Listing Regulations, setting out all material facts relating to the resolutions mentioned in this Notice of Postal Ballot, is annexed hereto.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Justice A. V. Chandrashekar (DIN: 08829073) as a Non-Executive, Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a **SPECIAL RESOLUTION:**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and



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Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the Circulars and Guidelines issued by the Reserve Bank of India and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Bank and based on the recommendation of the Nomination and Remuneration Committee of the Board and the Board of Directors of the Bank, Mr. Justice A. V. Chandrashekar (DIN : 08829073), who was appointed as a Non-Executive, Independent Director of the Bank for a term of five years up to August 18, 2025 and who has submitted his consent to act as such, along with a declaration that he meets the criteria for independence as provided under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations and is eligible for being re-appointed as an Independent Director, in respect of whom a notice in writing pursuant to Section 160 of the Act, has been received in the prescribed manner from him proposing his candidature for the office of the Independent Director, be and is hereby re-appointed as a Non-Executive, Independent Director on the Board of the Bank, for a second term of three years, who shall hold office effective from August 19, 2025 and up to and inclusive of August 18, 2028 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder and guidelines issued by the Reserve Bank of India, Mr. Justice A. V. Chandrashekar (DIN: 08829073) be paid such fees and remuneration, which he is eligible to receive as a Director, as the Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time by any statutory authority.”

“RESOLVED FURTHER THAT the Board / any Officer of the Bank duly authorized by the Board be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

2. Re-appointment of Mr. Pradeep Kumar Panja (DIN: 03614568) as a Non-Executive, Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a **SPECIAL RESOLUTION**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the ‘Act’), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘Listing Regulations’), Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the Circulars and Guidelines issued by the Reserve Bank of India and amendments thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Bank and based on the recommendation of the Nomination and Remuneration Committee of the Board and the Board of Directors of the Bank, Mr. Pradeep Kumar Panja (DIN: 03614568), who was appointed as a Non-Executive, Independent Director of the Bank for a term of five years up to August 18, 2025 and who has submitted his consent to act as such, along with a declaration that he meets the criteria for independence as provided under Section 149 (6) of the Act and Regulation 16 (1) (b) of the

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Listing Regulations and is eligible for being re-appointed as an Independent Director, in respect of whom a notice in writing pursuant to Section 160 of the Act, has been received in the prescribed manner from him proposing his candidature for the office of the Independent Director, be and is hereby re-appointed as a Non-Executive, Independent Director on the Board of the Bank, for a second term of three years, who shall hold office effective from August 19, 2025 and up to and inclusive of August 18, 2028 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, Schedule V and other applicable provisions of the Act and the Rules made thereunder and guidelines issued by the Reserve Bank of India, Mr. Pradeep Kumar Panja (DIN: 03614568) be paid such fees and remuneration which he is eligible to receive as a Director, as the Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time by any statutory authority.”

“RESOLVED FURTHER THAT the Board / any Officer of the Bank duly authorized by the Board be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Registered Office:
Mahaveera Circle
Kankanady, Mangaluru-575002
Karnataka

Sd/-
Sham K
Company Secretary & Compliance Officer

Place: Mangaluru
Date: June 26, 2025



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Notes:

1. The Explanatory Statement pursuant to provisions of Sections 102 and 110 of the Act, read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions, is annexed hereto and forms part of this Notice. It also contains the relevant details, pursuant to Regulation 36 (3) of the Listing Regulations and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.
2. Pursuant to the provisions of Sections 108 and 110 of the Act, read with the Rules, the Bank has an option for the above-mentioned resolution, to seek the approval of the Members through e-voting, instead of getting the same passed at a General Meeting. Accordingly, approval of the members is being sought for the resolution contained in this Notice through e-voting.
3. As per the extant provisions of the Act, read with Rules made thereunder and General Circular No.: 14/2020 dated April 08, 2020, General Circular No.: 17/2020 dated April 13, 2020, General Circular No.: 20/2020 dated May 05, 2020, General Circular No.: 22/2020 dated June 15, 2020, General Circular No.: 33/2020 dated September 28, 2020, General Circular No.: 39/2020 dated December 31, 2020, General Circular No.: 10/2021 dated June 23, 2021, General Circular No.: 20/2021 dated December 8, 2021, General Circular No.: 11/2022 dated December 28, 2022, General Circular No.: 09/2023 dated September 25, 2023 and General Circular No.: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as "MCA Circulars"), the Postal Ballot Notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Bank / Depositories and whose names appear in the Register of Members of the Bank or Register of Beneficial Owners maintained by the Depositories as on **Friday, June 20, 2025 ("Cut-off Date")**. The hard copy of this notice, along with postal ballot forms and a pre-paid business envelope, will not be sent to the members. Accordingly, the communication of the assent or dissent of the members would take place through e-voting only, which may please be noted.
4. The Board has appointed CS. Lekha Ashok, Partner of M/s. SVJS & Associates, Practicing Company Secretaries, Bengaluru, (Membership Number: 8152, Certificate of Practice Number: 9011), failing her, CS. Jayan K, Partner of M/s. SVJS & Associates, Practicing Company Secretaries, Bengaluru (Membership Number: 8154, Certificate of Practice Number: 7363), as the Scrutinizer to scrutinize the e-voting process fairly and transparently as per the provisions of the law / Act.
5. Voting rights shall be reckoned on the paid-up equity shares registered in the name of the Member / Beneficial Owner (in case of electronic shareholding) as at close of business hours on the cut-off date. Members whose names appear in the Register of Members / List of Beneficial Owners, as on the cut-off date will be considered for the purpose of e-voting. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
6. In compliance with Sections 108 and 110 of the Act, and the Rules made thereunder and Regulation 44 of the Listing Regulations, the Bank has provided the facility to all the Members to exercise their votes electronically and for this purpose, the Bank has engaged National Securities Depository Limited ("NSDL") as the authorized agency for facilitating voting through electronic means. The procedure for e-voting is explained under the Notes provided with this Notice. Members may refer to NSDL's helpdesk for any technical assistance during e-voting.
7. Members may please note that the Notice is being submitted to the Stock Exchanges, i.e., BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com and also hosted on the website of the Bank at <https://www.karnatakabank.com> under the Investor Portal Section. The relevant details are also hosted on the website of the e-voting service provider, viz. NSDL at www.evoting.nsdl.com
8. Members who have not registered their e-mail addresses are requested to register the same with the



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Depository through their Depository Participant(s) in respect of the shares held in electronic (demat) form and in respect of the shares held in physical form, by writing to the Bank's Registrar & Share Transfer Agent; M/s. Integrated Registry Management Services Private Limited (the "RTA"), #30, Ramana Residency, 4th Cross, Sampige Road, Malleshwaram, Bengaluru - 560003 (Tel no. 080-23460815/6/7) email id: irg@integratedindia.in along with the duly filled in Form ISR-1 and other relevant documents. The formats are available on the website of our RTA: <https://integratedregistry.in/KYCRegister.aspx>

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile / phone numbers, PAN, mandates, nominations and bank details, etc., to their DPs in case shares are held by them in electronic form and to the RTA of the Bank, in case shares are held by them in physical form.
10. The e-voting period commences on **Monday, June 30, 2025, 09.00 AM IST and ends on Tuesday, July 29, 2025, 05.00 PM IST.**
11. Members desiring to exercise their votes should cast their votes during this period to be eligible for consideration. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall forthwith be disabled by NSDL upon expiry of the aforesaid period and voting shall not be allowed beyond the said date and time.
12. A Member cannot exercise his vote by proxy on a Postal Ballot. Further, in case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast a vote.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office during working days and Bank's working hours until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor.grievance@ktkbank.com
14. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes given carefully in this Postal Ballot Notice.
15. The Scrutinizer will submit their report to the Chairman or as delegated by the Chairman, to the Managing Director & CEO or the Executive Director or the Company Secretary & Compliance Officer after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or Company Secretary & Compliance Officer of the Bank duly authorised, on or before Thursday, July 31, 2025 and will also be displayed on the website of the Bank, besides being communicated to the Stock Exchanges viz. BSE and NSE, and Depositories. The Scrutinizer's decision on the validity of e-voting will be final.
16. Resolutions passed by the members through postal ballot are deemed to have been passed on the last date of voting, i.e., **Tuesday, July 29, 2025**, as if they have been passed at a General Meeting of the members.

EXPLANATORY STATEMENT
[Pursuant to Section 102 (1) of the Companies Act, 2013]

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings ("SS-2") and Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following statement sets out the material facts regarding the items included in this Postal Ballot Notice:

Item 1: Re-appointment of Mr. Justice A V Chandrashekar (DIN: 08829073) as a Non-Executive, Independent Director

Based on the recommendations of the Nomination and Remuneration Committee of the Board, the Board of Directors at its meeting held on August 12, 2020, had appointed Mr. Justice A. V. Chandrashekar (DIN: 08829073), as a Non-Executive, Independent Director of the Bank for the first term of five consecutive years from August 19, 2020 up to August 18, 2025. His appointment as a Non-Executive, Independent Director was approved by the shareholders in the 97th AGM held on 02.09.2021.

In terms of Section 149 (10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company for another period of up to five years. However, in terms of Section 10A (2A) of the Banking Regulation Act, 1949 and Circular No. DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021, the upper age limit for a Non-Executive Director is 75 years. The total tenure of a Non-Executive Director, continuously or otherwise, on the Board of a Bank shall not exceed eight years.

Mr. Justice A V Chandrashekar was born on 30.05.1954 and would be 71 years of age as of July, 2025. Accordingly, his age and tenure are within the permissible limits prescribed under the RBI Circular No. DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021, which allows Independent Directors to hold office up to 75 years of age or eight years.

The Board of Directors, in their meeting held on 27.03.2025, while carrying out the performance evaluation of the Directors, concluded that Mr. Justice A V Chandrashekar has actively participated in the Board deliberations and made a valuable contribution and evaluated his performance as “very good”. Further, the Nomination and Remuneration Committee of the Board (NRC) at its meeting held on 23.06.2025, while carrying out due diligence of the Directors under ‘Fit & Proper’ norms of the RBI, opined that he is in compliance with the said norms and is eligible to continue as Director of the Bank and accordingly resolved to recommend his re-appointment as a Non-Executive, Independent Director.

The Brief Profile and additional information about Mr. Justice A. V. Chandrashekar as per SS-2, read with Regulation 36 (3) of the Listing Regulations, is provided below:

Sr. No.	Particulars	Information disclosed
1.	Name	Justice A V Chandrashekar
2.	DIN	08829073
3.	Age	71 Years
4.	Educational Qualification	B. Com, LL.B.



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Sr. No.	Particulars	Information disclosed
5.	Experience	<p>Former Judge, High Court of Karnataka and former Judicial Member, Karnataka State Administrative Tribunal.</p> <p>He has conducted arbitration proceedings in approximately 60 cases, including private arbitrations and arbitration cases referred by the Hon'ble High Court of Karnataka. He has also significantly contributed to the academic and training requirement of judicial trainees and while functioning in the capacity of Director, Karnataka Judicial Academy, he coordinated in formulating a training manual for the training of newly recruited civil judges and was also involved in the drafting of the rules governing the Karnataka Arbitration Centre, an initiative of the Hon'ble High Court of Karnataka.</p> <p>He was the chairman of the Committee appointed by the Hon'ble Supreme Court of India w.e.f. December 2020 to address certain issues concerning Dr. K Shivaram Karanth layout of BDA for a period of 3 (three) years.</p>
6.	Terms and Conditions of Appointment or Re-appointment	Appointed as an Additional Director on 19.08.2020 and thereafter appointed as a Non-Executive, Independent Director in the 97 th AGM held on 02.09.2021, not liable to retire by rotation. Further, the Board of Directors recommended for seeking shareholders' approval for his re-appointment as Non-Executive, Independent Director of the Bank, effective from 19.08.2025 up to 18.08.2028, not liable to retire by rotation.
7.	Remuneration details	During the FY 2024-25, ₹31.80 lakhs was paid in the form of sitting fees for attending meetings of the Board / Committees for the FY 2024-25 and fixed remuneration of ₹20.00 lakhs for the FY 2023-24. He will continue to be eligible for payment of sitting fees and other remuneration as per the RBI circular dated February 09, 2024, and any other remuneration as may be stipulated by the RBI from time to time.
8.	Date of first appointment	19.08.2020 as an Additional Director (Non-Executive, Independent Director)
9.	Shareholding in the Bank	Directly Held: 500 equity shares On a beneficial ownership basis: Nil
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	Not related to any other Directors, Manager and other Key Managerial Personnel of the Bank.
11.	Number of Board meetings attended last year.	18 / 18 Board meetings.
12.	Other Directorships, Membership / Chairmanship of Committees of other Boards.	NIL
13.	Listed entities from which the person has resigned in the past three years.	NIL
14.	Nature of Expertise	Law



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Sr. No.	Particulars	Information disclosed
15.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements, in terms of Regulation 36 (3) (f) of the Listing Regulations and Section 10A (2) of the Banking Regulation Act, 1949.	Law, Human Resources and Business Management

The Board at its meeting held on June 24, 2025, based on the recommendation of the Nomination and Remuneration Committee of the Board (NRC) and considering his knowledge and expertise in the field of law which is expected to provide substantial value addition to the Bank and the report of performance evaluation, has approved the reappointment and has recommended for seeking the approval of the Members, for the re-appointment of Mr. Justice A V Chandrashekar (DIN: 08829073), as a Non-Executive, Independent Director, for a second term of three years with effect from August 19, 2025 up to and inclusive of August 18, 2028, in terms of Section 149 read with Schedule IV to the Act, the Listing Regulations and the Banking Regulation Act or any amendment thereto or modification thereof.

In respect of the said appointment, a notice in writing in the prescribed manner as required by Section 160 of the Act, as amended and rules made thereunder, has been received by the Bank from the Director.

Mr. Justice A. V. Chandrashekar has given his consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to Section 149(7) of the Act, stating that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulations 16 and 25 of the Listing Regulations & also towards inclusion of his name in the data bank of Independent Directors. Further, he has also submitted declarations stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is also not debarred from holding the office of director by virtue of any order from the Securities and Exchange Board of India ('SEBI') or any such authority.

Except Mr. Justice A. V. Chandrashekar, no other Director or Key Managerial Personnel of the Bank or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution set out in Item No. 1 of this Notice for seeking approval of the Members.

Item 2: Re-appointment of Mr. Pradeep Kumar Panja (DIN: 03614568) as a Non-Executive, Independent Director

Based on the recommendations of the Nomination and Remuneration Committee of the Board, the Board of Directors at its meeting held on August 12, 2020, had appointed Mr. Pradeep Kumar Panja (DIN: 03614568) as a Non-Executive, Independent Director of the Bank for the first term of five consecutive years from August 19, 2020 up to August 18, 2025. His appointment as an Independent Director was approved by the shareholders in the 97th AGM held on 02.09.2021.

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In terms of Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company for another period of up to five years. However, in terms of Section 10A(2A) of the Banking Regulation Act, 1949 and Circular No. DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021, the upper age limit for a Non-Executive Director is 75 years. The total tenure of a Non-Executive Director, continuously or otherwise, on the Board of a Bank, shall not exceed eight years.

Mr. Pradeep Kumar Panja was born on 02.10.1955 and would be 69 years of age as of July, 2025. Accordingly, his age and tenure are within the permissible limits prescribed under the RBI Circular No.: DOR.GOV.REC.8/29.67.001/2021-22 dated April 26, 2021, which allows Independent Directors to hold office up to 75 years of age or eight years.

The RBI vide letter dated November 06, 2024, has accorded its approval for the re-appointment of Mr. Pradeep Kumar Panja as the Non-Executive Part Time Chairman of the Bank for the period of three years w.e.f. November 14, 2024, for a fixed remuneration of ₹25 lakhs per annum in addition to sitting fees for attending Board and Committee meetings and certain other benefits, subject to his re-appointment as Independent Director by the shareholders of the Bank.

The Independent Directors at their meeting held on 29.03.2025, while carrying out the performance evaluation of the Directors, concluded that Mr. Pradeep Kumar Panja has actively participated in the Board deliberations and made a valuable contribution and evaluated his performance as “very good”. Further, the Nomination and Remuneration Committee (NRC) at its meeting held on 23.06.2025, while carrying out due diligence of the Directors under, ‘Fit & Proper’ norms of the RBI, opined that he is in compliance with the said norms and is eligible to continue as Director of the Bank and accordingly, resolved to recommend his re-appointment as a Non-Executive, Independent Director.

The Brief Profile and additional information about Mr. Pradeep Kumar Panja, as per SS-2, read with Regulation 36 (3) of the Listing Regulations, is provided below:

Sr. No.	Particulars	Information disclosed
1.	Name	Pradeep Kumar Panja
2.	DIN	03614568
3.	Age	69 Years
4.	Educational Qualification	Post-Graduate in Statistics from Madras University and CAIIB
5.	Experience	<p>He is a Member of the Board of Directors of companies engaged in the business of real estate, asset reconstruction, software business, cements, etc. He is a career banker, retired as Managing Director (Corporate Banking) of State Bank of India (SBI), the largest bank of the country, in October, 2015. During his long association of 39 years with SBI (3 years of which was at Board level), he gained rich experience in various areas of banking, including corporate and international banking, treasury management, information technology, retail, transaction banking, strategic planning, business development, risk management, etc.</p> <p>He has an excellent track record of successfully leading large teams across various business verticals of SBI. He also</p>

Sr. No.	Particulars	Information disclosed														
		successfully led the US Operations of SBI as the Country Head-US. He held multiple assignments driving large projects in the Information Technology Wing of SBI. As a Head of IT (Chief Information Officer), he led SBI's IT strategy, set up India's largest data warehouse. He also led the analytics foray of SBI. During his association with SBI, he was a member of important committees of directors and was chairman of the Risk Management Committee.														
6.	Terms and Conditions of Appointment or Re-appointment	Appointed as an Additional Director on 19.08.2020 and thereafter appointed as a Non-Executive, Independent Director in the 97 th AGM held on 02.09.2021, not liable to retire by rotation. Further, the Board of Directors recommended seeking shareholders' approval for his re-appointment as Non-Executive, Independent Director of the Bank, effective from 19.08.2025 up to and inclusive of 18.08.2028, not liable to retire by rotation.														
7.	Remuneration details	During the FY 2024-25, an aggregate remuneration of ₹ 30.60 lakhs was paid by way of sitting fees for attending meetings of the Board / Committees and a salary of ₹18.80 lakhs was paid. He will continue to be eligible for payment of sitting fees and the fixed remuneration as per the RBI circular dated February 09, 2024 (during such period when he is not Chairman of the Board) and any other remuneration as may be stipulated by the RBI from time to time.														
8.	Date of first appointment	19.08.2020 as an Additional Director (Non-Executive, Independent Director)														
9.	Shareholding in the Bank	Directly Held: 3410 equity shares On a beneficial ownership basis: Nil														
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	Not related to any other Directors, Manager and other Key Managerial Personnel of the Bank.														
11.	Number of Board meetings attended last year.	18 / 18 Board meetings.														
12.	Other Directorships, Membership / Chairmanship of Committees of other Boards.	<table border="1"> <thead> <tr> <th data-bbox="686 1547 756 1608">Sl. No.</th> <th data-bbox="756 1547 1474 1608">Names of the Companies / bodies corporate / firms / association of individuals</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1608 756 1682">1.</td> <td data-bbox="756 1608 1474 1682">Brigade Enterprises Limited L85110KA1995PLC019126</td> </tr> <tr> <td data-bbox="686 1682 756 1778">2.</td> <td data-bbox="756 1682 1474 1778">Shriram Finance Limited (Erstwhile Shriram Transport Finance Company Limited) L65191TN1979PLC007874</td> </tr> <tr> <td data-bbox="686 1778 756 1874">3.</td> <td data-bbox="756 1778 1474 1874">TVS Capital Funds Private Limited (Formerly known as Geeyes Capital Funds Private Limited (U64990TN2023PTC158507)</td> </tr> <tr> <td data-bbox="686 1874 756 1935">4.</td> <td data-bbox="756 1874 1474 1935">SS Corporate Management Services Private Limited (U74140TN2006PTC061499)</td> </tr> <tr> <td data-bbox="686 1935 756 1995">5.</td> <td data-bbox="756 1935 1474 1995">Debtlife Holdings Private Limited (U67100MH2020PTC349910)</td> </tr> <tr> <td data-bbox="686 1995 756 2054">6.</td> <td data-bbox="756 1995 1474 2054">Raigad Pen Growth Centre Limited (U45309MH2020PLC343279)</td> </tr> </tbody> </table>	Sl. No.	Names of the Companies / bodies corporate / firms / association of individuals	1.	Brigade Enterprises Limited L85110KA1995PLC019126	2.	Shriram Finance Limited (Erstwhile Shriram Transport Finance Company Limited) L65191TN1979PLC007874	3.	TVS Capital Funds Private Limited (Formerly known as Geeyes Capital Funds Private Limited (U64990TN2023PTC158507)	4.	SS Corporate Management Services Private Limited (U74140TN2006PTC061499)	5.	Debtlife Holdings Private Limited (U67100MH2020PTC349910)	6.	Raigad Pen Growth Centre Limited (U45309MH2020PLC343279)
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SS Corporate Management Services Private Limited	Nil	Nil																								
Debtlife Holdings Private Limited	Nil	Nil																								
13.	Listed entities from which the person has resigned in the past three years.	NIL																								
14.	Nature of Expertise	Banking and Finance																								
15.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements, in terms of Regulation 36 (3) (f) of the Listing Regulations and Section 10A (2) of the Banking Regulation Act, 1949.	Accounting, Banking, Co-operation & SSI, Finance, IT, Risk Management, Payment & Settlement, HR, Business Management																								

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The Board at its meeting held on June 24, 2025, based on the recommendation of the Nomination and Remuneration Committee of the Board (NRC) and considering vast knowledge and expertise possessed by Mr. Pradeep Kumar Panja in various areas of banking which is expected to provide substantial value addition to the Bank and the report of performance evaluation, has approved the reappointment and has recommended for seeking the approval of the Members, the re-appointment of Mr. Pradeep Kumar Panja (03614568), as a Non-Executive, Independent Director, for a second term of three years with effect from August 19, 2025 up to and inclusive of August 18, 2028, in terms of Section 149 read with Schedule IV to the Act, the Listing Regulations and the Banking Regulation Act or any amendment thereto or modification thereof.

In respect of the said appointment, a notice in writing in the prescribed manner as required by Section 160 of the Act, as amended and rules made thereunder, has been received by the Bank from the Director.

Mr. Pradeep Kumar Panja has given his consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to Section 149 (7) of the Act, stating that he meets the criteria of independence as provided in Section 149 (6) of the Act and Regulations 16 and 25 of the Listing Regulations & also towards inclusion of his name in the data bank of Independent Directors. Further, he has also submitted declarations stating that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is also not debarred from holding the office of director by virtue of any order from the Securities and Exchange Board of India ('SEBI') or any such authority.

Except Mr. Pradeep Kumar Panja, no other Director or Key Managerial Personnel of the Bank or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution set out in Item No. 2 of this Notice for seeking approval of the Members.



E-Voting process:

Login method for e-Voting for Individual members holding securities in Demat mode in CDSL / NSDL is given below:

Step 1: Access to the NSDL e-Voting system

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

In terms of the 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 IDs in their demat accounts in order to access the e-Voting facility.





The 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.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code, and generate OTP. Enter the OTP received on your registered email ID/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site, wherein you can see the e-Voting page. Click on the company name or e-Voting service provider, i.e., NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDEAS users can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 the ‘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 the e-Voting page. Click on the company name or e-Voting service provider, i.e., NSDL and you will be re-directed to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.



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	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open a 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 the e-Voting system is launched, click on the icon “Login” which is available under the ‘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 the NSDL Depository site, wherein you can see the e-Voting page. Click on the company name or e-Voting service provider, i.e., NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> Users who have opted for the CDSL Easi / Easiest facility can login through their existing user ID and password. An option will be made available to reach the e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & New System My Easi Tab and then use your existing My Easi username & password. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during



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	<p>the remote e-voting period. Additionally, there are 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.</p> <p>3. If the user is not registered for Easi/Easiest, an option to register is available at the CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on the registration option.</p> <p>4. Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN No. from an e-Voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</p>
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 the e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Click on the e-Voting option, and you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider, i.e., NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through the 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 the NSDL helpdesk by sending a request at evoting@nsdl.com or calling at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800-21-09911

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 the NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘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 e-services, i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in a 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 a 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you 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, the last 8 digits of the client ID for CDSL account, or



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the 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 the steps mentioned below in the **process for those shareholders whose email IDs are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode,) option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on the “Login” button.
9. After you click on the “Login” button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on the NSDL e-Voting system

How to cast your vote electronically on the 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 is.
2. Select the “EVEN” of the 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.



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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 lekha@svjs.in (alternate Scrutinizer - CS. Jayan K. (jayan@svjs.in)) with a copy marked 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 the "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and to 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 to 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 Mr. Falguni. C at evoting@nsdl.com

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

1. In respect of the shares held in physical form, by writing to the Bank's Registrar & Share Transfer Agent; M/s. Integrated Registry Management Services Private Limited (the "RTA"), #30, Ramana Residency, 4th Cross, Sampige Road, Malleshwaram, Bengaluru - 560003 (Tel no. 080-23460815/6/7) email id: irg@integratedindia.in along with the duly filled in Form ISR-1 and other relevant documents. The formats are available on the website of our RTA: <https://integratedregistry.in/KYCRegister.aspx>
2. Members who have not registered their e-mail addresses are requested to register the same with the Depository through their Depository Participant(s) in respect of the shares held in electronic (demat) form. If you are an Individual shareholders holding securities shares 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, shareholders / members may send a request to evoting@nsdl.com for procuring a user ID and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 09, 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 the e-Voting facility.
