Karnataka Bank Ltd.
Your Family Bank. Across India.

Regd. & Head Office
Post Box No.599, Mahaveera Circle
Kankanady
Mangaluru – 575 002

Phone : 0824-2228222
E-Mail : comsec@ktk.bank.in
Website : www.karnatakabank.bank.in
CIN : L85110KA1924PLC001128

SECRETARIAL DEPARTMENT

HO:SEC:134:2026-27 Date: 31.08.2026

The Manager Listing Department **National Stock Exchange of India Limited** Exchange Plaza,C-1, Block G Bandra-Kurla Complex, Bandra (E) MUMBAI - 400051	The Manager Corporate Relationship Department **BSE Limited** Phiroze Jeejeebhoy Towers Dalal Street MUMBAI - 400001

NSE Scrip Code: KTKBANK	**BSE Scrip Code: 532652**

Madam / Dear Sir,

Sub: Notice of 102nd Annual General Meeting of the Bank

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 102nd Annual General Meeting of the members of the Karnataka Bank Limited scheduled to be held on Tuesday, September 22, 2026 at 11.00 AM IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

This Notice also forms part of the Integrated Annual Report for FY 2025-26.

This notice is also hosted on the website of the Bank under the link given below:
https://karnatakabank.bank.in/investors/agms-postal

This is for your kind information and dissemination.

Yours faithfully,

Sham Kanathila

Digitally signed by Sham Kanathila
Date: 2026.08.31 21:22:35 +05'30'

Sham K
Company Secretary &
Compliance Officer

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Post Box. No.: 599, Mahaveera Circle
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NOTICE TO THE MEMBERS

Notice is hereby given that the 102nd (One Hundred and Second) Annual General Meeting of the members of **The Karnataka Bank Limited ("the Bank")** will be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") as given hereunder:

Date: September 22, 2026
Day: Tuesday
Time: 11:00 AM IST

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   i. the Audited Standalone Financial Statements for the Financial Year ended March 31, 2026, together with the reports of the Auditors and the Directors thereon.

   ii. the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2026 together with the reports of the Auditors and the Directors thereon.

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

   "**RESOLVED THAT** the audited standalone and consolidated financial statements for the Financial Year ended March 31, 2026, together with the reports of the Auditors and the Directors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare final dividend on equity shares for the Financial Year ended March 31, 2026.

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

   "**RESOLVED THAT** the final dividend of ₹ 5.00/- (Rupees Five only) per equity share of ₹ 10.00/- (Rupees Ten only) each fully paid-up, on the equity shares of the Bank, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2026."

3. To appoint a director in place of Mr. B R Ashok (DIN: 00415934), who retires by rotation and being eligible, offers himself for re-appointment.

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. B R Ashok (DIN: 00415934), who retires by rotation and being eligible and who has offered himself for re-appointment and recommended by the Nomination and Remuneration Committee of the Board and the Board of Directors for re-appointment, be and is hereby re-appointed as a Non-Executive, Non-Independent Director of the Bank, liable to retirement by rotation on 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 terms, conditions and limits, prescribed or as may be prescribed from time to time by the RBI or any statutory / regulatory authority and reimbursement of such expenses incurred by him for attending the meetings of the Bank.

   "**RESOLVED FURTHER THAT** the aforesaid appointment of Mr. B R Ashok (DIN: 00415934) shall be valid up to and inclusive of August 26, 2027, being the date of his completion of the eight year term as a Non-Executive Director in the Bank, as per the provisions of the Banking Regulation Act, 1949 and extant RBI guidelines."

4. To appoint M/s. Batliboi & Purohit as a Joint Statutory Auditor in place of retiring auditor M/s. Ravi Rajan & Co., LLP and to fix remuneration.

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139 to 143 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the provisions of the Banking Regulation Act, 1949, the Rules, Circulars and Guidelines issued by the Reserve Bank of India ("RBI") from time to time and other applicable laws, rules, regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval accorded by the RBI under Section 30(1A) of the Banking Regulation Act, 1949:

   M/s. Batliboi & Purohit, Chartered Accountants (Firm Registration No.: 101048W), Mumbai, be and is hereby appointed as one of the Joint Statutory Auditors of the Bank for a period of 3 (Three) years along with the existing Joint Statutory Auditor, M/s. R.G.N. Price & Co., Chartered Accountants (Firm Registration No. 002785S), Chennai who are holding office till the conclusion of the One Hundred and Third (103rd) Annual General Meeting, to hold office from the conclusion of this Annual General Meeting until the conclusion of the One Hundred and Fifth (105th) Annual General Meeting of the Bank, subject to satisfying the eligibility norms prescribed by the Reserve Bank of India on an annual basis, at a fixed audit fee of ₹ 1.60 crore (Rupees One Crore Sixty Lakhs only) for the Financial Year 2026 - 27, together with reimbursement of out-of-pocket expenses at actuals, certification fee of ₹ 30,000 (Rupees Thirty Thousand only) per certificate issued, and applicable Goods and Services Tax and other taxes, if any. The audit fee and other terms of remuneration for the subsequent financial years during the tenure shall be determined by the Board of Directors, based on the recommendation of the Audit Committee of the Board, in accordance with the applicable provisions of law and the extant guidelines issued by the Reserve Bank of India".

   "RESOLVED FURTHER THAT the Board (including any Committee thereof and any other person(s) duly authorized by the Board) be and is hereby severally authorized to do all such acts, matters, deeds and things and give such directions as may be deemed necessary or expedient in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies, and to comply with all other statutory requirements in this regard and to alter and vary the terms and conditions of the appointment, remuneration, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed to with the auditors."

SPECIAL BUSINESS:

5. To approve the appointment of Mrs. Biji Sreekrishnavilas Sankaranarayanan (DIN: 11534526) as the Executive Director of the Bank.

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 196 and any other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 35B and any other relevant provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by the Reserve Bank of India ("RBI"), from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association ("Articles") of The Karnataka Bank Limited (the "Bank") and pursuant to the recommendation made by the Nomination and Remuneration Committee of the Board and approval of the Board of Directors of the Bank (the "Board"), and in terms of the approval granted by RBI under Section 35B of the Banking Regulation Act, 1949, Mrs. Biji Sreekrishnavilas Sankaranarayanan (DIN: 11534526) who was appointed as an Additional Director by the Board of Directors of the Bank in terms of Section 161(1) of the Act and Articles of Association of the Bank to take up the role of Executive Director with effect from July 15, 2026 and who has submitted a written notice pursuant to Section 160 of the Companies Act, 2013 of her candidature for the office of Executive Director, be and is hereby appointed as Whole Time Director of the Bank designated as Executive Director for a period of 3 (three) years, i.e., with effect from July 15, 2026 and up to July 14, 2029 (both dates inclusive) in accordance with the approval of RBI and that Mrs. Biji Sreekrishnavilas Sankaranarayanan shall be liable to retire by rotation in terms of the relevant provisions of the Act and the Articles of the Bank."

   "**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Section 35B and any other relevant provisions of the Banking Regulation Act, 1949 and the rules, guidelines and circulars issued by RBI, from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of the Bank and pursuant to the recommendation made by the Nomination and Remuneration Committee of the Board and approval of the Board and as per approval of the RBI, the approval of the members of the Bank be and is hereby accorded for payment of remuneration to Mrs. Biji Sreekrishnavilas

Sankaranarayanan, as the Whole Time Director of the Bank designated as Executive Director, to be paid by way of Fixed Pay, allowances, perquisites and Variable Pay with effect from July 15, 2026, as more particularly mentioned herein below subject to such modifications / changes, if any, as RBI may direct from time to time:

Particulars	Amount in Rupees
(1)	(2)
PART A: FIXED PAY (including perquisites)	
Effective Date	From the date of taking charge. (i.e., for the period of appointment, i.e., three years from the date of joining – July 15, 2026)
1. Salary (Basic)	₹ 80,05,000 p.a. (₹ 6,67,083 p.m.)
2. Dearness Allowance	₹ 16,01,000/- p.a. (20% of Basic Salary)
3. Retiral / Superannuation benefits: a) Provident Fund b) Gratuity	**a. Provident Fund:** 12% of the Basic Pay. (which works out to ₹ 9,60,600/- p.a.) **b. Gratuity:** Gratuity is calculated for every completed year of service or part thereof in excess of six months at the rate of 15 days basic based on the last drawn basic, without the restriction of minimum service required. (i.e., with proposed basic pay, the gratuity payable works out to ₹ 3,84,856/- p.a.).
c) Pension	**c. Pension:** Nil
4. Leave Fare Concession **	Highest class by whichever mode of travel within the country once a year for self and family, including dependent children. **
5. Other fixed allowances:	
i. Entertainment Allowance	**i) Entertainment Allowance** (including club memberships, if any) on declaration basis: ₹ 1,74,000/- p.a.
ii. Medical Benefits	**ii) Medical Benefits:** Reimbursement up to ₹ 60,000/- p.a. for self and family for domiciliary treatment on declaration basis.
6. Perquisites:	
i) House Rental Allowance	**i) House Rent Allowance** @ 15% of Basic Pay be given which works out ₹ 12,00,750/- p.a.
ii) Conveyance Allowance / Free use of Bank's Car for:	**ii) Conveyance allowance:** Nil
i Official purposes	i. Free use of Bank's Car for official purpose (journeys from residence to office and vice versa to be treated as duty runs).
ii Private purposes *	ii. For personal use, ₹ 250/- per month to be recovered. * Perquisites for private use are considered at ₹ 39,600/- p.a.
iii) Driver's Salary	**iii) Drivers' Salary:** Nil.
iv) Club Memberships	**iv) Club Membership:** Subsumed in Entertainment Allowance.
v) Reimbursement of medical expenses on account of hospitalisation **	**v)** Reimbursement of actual expenses incurred on hospitalization in full for self and spouse and to the extent of 50% for the dependent children. **
vi) Any other perquisites:	**vi)** Any other perquisites:
a. Insurance Cover	a. **Insurance Cover:** Personal accident insurance - maximum premium ₹ 3,000/- p.a.
b. Telephone	b. **Telephone:** Telephone facility at Executive Director's residence at Bank's cost (including cell phone and internet / data charges) at ₹ 72,000 p.a. on declaration basis.
c. Bonus & Sitting Fees	c. **Bonus & Sitting Fee:** Nil
d. Travelling and Halting Allowance	d. **Travelling and Halting Allowance:** As may be decided by the Board from time to time.
Leave	
vii) Casual Leave	As applicable to the Officers of the Bank

Particulars	Amount in Rupees
(1)	(2)
viii) Privilege Leave	As applicable to the Officers of the Bank, encashable at the time of demission of office up to the limit as applicable to the Officers of the Bank.
ix) Sick Leave	As applicable to the Officers of the Bank
TOTAL FIXED PAY per annum (including perquisites)	₹ 1,25,00,806
PART B: VARIABLE PAY	
For FY / Performance Period: For each Financial Year or part thereof, from the date of assuming charge	
1. Cash Component	
• Upfront Payment (50%)	₹ 31,25,000
• Deferred Payment (50%)	₹ 31,25,000
Total Cash Component	Up to ₹ 62,50,000
Vesting period (in years)	3 Years
Deferral arrangement	
(i) First Year	₹ 10,42,000
(ii) Second Year	₹ 10,42,000
(iii) Third Year	₹ 10,41,000
2. Non-Cash Components (Share-linked instruments)	
(i) ESOP / ESOS #	
(a) Number of shares / Share linked instruments	(a) Number of Options cannot be determined at present.
(b) Monetary value	(b) Up to ₹ 62,50,000
(c) Deferral (with %)	(c) Up to ₹ 62,50,000 (100%)
(d) Vesting Schedule details	(d) 30:30:40
(ii) Any other share-linked instruments	Nil
(iii) Any other non-cash component	Nil
Total monetary value of non-cash component	Up to ₹ 62,50,000
Total monetary value of Variable Pay (Cash and non-cash components)	Up to ₹ 1,25,00,000
% of Cash component in Total Variable Pay	50%
% of Non-Cash component in Total Variable Pay	50%
% of Variable Pay to Fixed Pay	Up to 100%
% of Variable Pay in Total Compensation	50%
Total Compensation (Fixed Pay + Variable Pay) per annum	**Up to ₹ 2,50,00,806/- (Up to Rupees Two Crore Fifty Lakhs Eight Hundred and Six Only)**

If ESOPs cannot be granted because of any regulatory restrictions, the same will be paid in cash with applicable deferrals.

** As the amount of expenditure is not quantifiable now, the same has not been factored in the computation of the fixed pay component.

"**RESOLVED FURTHER THAT** the approval of the members of the Bank be and is hereby accorded to the Board or any Committee of the Board, to decide on the quantum of Variable Pay on an annual basis to be paid to Mrs. Biji Sreekrishnavilas Sankaranarayanan (DIN: 11534526), as the Executive Director of the Bank, which shall be, based on her performance linked to quantitative and qualitative metrics, up to 100% of the Fixed Pay of the respective financial year, in accordance with Reserve Bank of India Circular No.: DOR.HGG.GOV. No.68/29.67.001/2025-26 dated November 28, 2025 and any amendments thereof and the Bank's Policy framed pursuant to the RBI Guidelines and subject to the prior approval of the RBI in terms of Section 35B of the Banking Regulation Act, 1949 for each concerned financial year."

"**RESOLVED FURTHER THAT** the Board is hereby authorized to approve / modify / change the fixed pay, allowances, perquisites and variable pay in such manner / form within the overall remuneration, without having to seek any further consent or approval of the Members of the Bank, subject to the approval of Reserve Bank of India."

"**RESOLVED FURTHER THAT** the Chairman of the Board / Company Secretary of the Bank be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution, including filing of necessary forms with the Registrar of Companies, intimating to RBI and Stock Exchanges."

6. To approve the appointment of Dr. M Aruna Shyam (DIN: 11789970) as a Non–Executive, Independent Director of the Bank

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

"**RESOLVED THAT** in accordance with Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act, 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 Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended and the Articles of Association of the Bank ("Articles"), Dr. M Aruna Shyam (DIN: 11789970) who, pursuant to Article 38(d) of the Articles of the Bank and Section 161(1) of the Act and on the recommendation of the Nomination and Remuneration Committee of the Board, was appointed as an Additional Director, in the category of Non-Executive, Independent Director of the Bank, by the Board of Directors on July 18, 2026 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 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 appointed as a Non-Executive, Independent Director of the Bank, who shall hold office for a period of four years with effect from July 18, 2026 and up to and inclusive of July 17, 2030 and that 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, Dr. M Aruna Shyam (DIN: 11789970) be paid such fees and remuneration as may be approved by the Board from time to time and subject to such terms, conditions and limits, prescribed or as may be prescribed from time to time by the RBI or any statutory / regulatory authority and reimbursement of such expenses incurred by him for attending the meetings of the Bank."

"**RESOLVED FURTHER THAT** the Chairman of the Board / Company Secretary of the Bank be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution, including filing of necessary forms with the Registrar of Companies, intimating to RBI and Stock Exchanges."

7. To approve the appointment of Mr. Parthasarathi Periaswamy (DIN: 08507318) as a Non-Executive, Independent Director of the Bank

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

"**RESOLVED THAT** in accordance with Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act, 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 Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended and the Articles of Association ("Articles") of the Bank, Mr. Parthasarathi Periaswamy (DIN: 08507318) who, pursuant to Article 38(d) of the Articles of the Bank and Section 161(1) of the Act and on the recommendation of the Nomination and Remuneration Committee of the Board, was appointed as an Additional Director, in the category of Non-Executive, Independent Director of the Bank, by the Board of Directors on July 29, 2026 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 appointed as a Non-Executive, 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 appointed as a Non-Executive, Independent Director of the Bank, who shall hold office for a period of four years with effect from July 29, 2026 and up to and inclusive of July 28, 2030 and that 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. Parthasarathi Periaswamy (DIN: 08507318) be paid such fees and remuneration as may be approved by the Board from time to time and subject to such terms, conditions and limits, prescribed or as may be prescribed from time to time by the RBI or any statutory / regulatory authority and reimbursement of such expenses incurred by him for attending the meetings of the Bank."

"**RESOLVED FURTHER THAT** the Chairman of the Board / Company Secretary of the Bank be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution, including filing of necessary forms with the Registrar of Companies, intimating to RBI and Stock Exchanges."

Registered Office:
P. B. No.: 599, Mahaveera Circle,
Kankanady, Mangaluru - 575002
Place: Mangaluru
Date: August 29, 2026

By the Order of the Board of Directors
Sd/-
Sham K
Company Secretary

Notes:

1. The shareholders may take note of the following dates:

Sl. No.	Particulars	Dates
1.	**Cut-off date** for the purpose of deciding the eligibility of the shareholders for **remote e-voting**	**September 15, 2026**
2.	**Remote e-voting begin** date & time	**September 18, 2026 (09.00 A.M.) IST**
3.	**Remote e-voting end** date & time (i.e., e-voting to **close at 05.00 P.M.** on the date preceding the date of the Annual General Meeting)	**September 21, 2026 (05.00 P.M.) IST**
4.	**Annual General Meeting Date**	**September 22, 2026 (11.00 A.M.) IST**
5.	**Record Date** for determining the eligibility of the shareholders to receive the dividend	**September 15, 2026**

2. The Ministry of Corporate Affairs (MCA), vide Circular No.: 03/2025 dated September 22, 2025 and SEBI, through its circular no.: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other relevant circulars issued by MCA and SEBI (collectively referred to as "Circulars") have allowed conducting the Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Thus, this AGM will be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and the Members can attend and participate in the AGM through VC / OAVM. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Bank is being held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC / OAVM only. The Registered Office of the Bank shall be deemed to be the venue for the AGM.

3. In compliance with the aforesaid Circulars, the Notice of 102nd AGM, along with the Annual Report 2025 - 26, is being sent only through electronic mode to those Members holding the shares as on August 28, 2026 (being the date for determining Members entitled to receive this Notice) and whose email addresses are registered with the Bank / RTA / Depositories. Members may note that the Notice and Annual Report 2025 - 26 will also be available on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com, www.nseindia.com respectively and https://www.karnatakabank.bank.in/investors and on the website of CDSL https://www.cdslindia.com/

4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of each of the special business set out in the Notice is annexed hereto.

5. The relevant details, pursuant to Regulation 36(3) and other provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment / reappointment / change in terms of appointment in this AGM are annexed to this notice.

6. As this AGM is being held pursuant to the MCA / SEBI Circulars referred to above through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

7. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email from its registered email address to lekha@svjs.in

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch, bank account number, MICR code, IFSC etc., to their DPs in case the shares are held by them in electronic form and to Bank's Registrar & Share Transfer Agent; M/s. Integrated Registry Management Services Private Limited, No.: 30, Ramana Residency, 4th Cross, Sampige Road, Malleshwaram, Bengaluru - 560003 (Tel No.: 080-23460815/6/7 email: irg@integratedindia.in) in case the shares are held by them in physical form.

9. The Board of Directors has appointed CS. Lekha Ashok, Partner of M/s. SVJS & Associates, Practicing Company Secretaries, Bengaluru (Membership Number: FCS 8152, Certificate of Practice Number 9011), or in her absence, CS. Jayan K, Partner of M/s. SVJS & Associates, Practicing Company Secretaries, Kochi (Membership Number: FCS 8154, Certificate of Practice Number 7363) as the Scrutinizer for e-voting at the AGM.

10. The Scrutinizer will submit her / his report to the Chairman after the completion of scrutiny and the voting results will be announced by the Chairman or Company Secretary of the Bank **on or before September 24, 2026** 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.

11. The Members can join the AGM in the VC / OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on a first-come, first-serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction of first-come, first-serve basis.

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Bank will be entitled to vote at the e-AGM.

13. Members attending the AGM through "VC" / "OAVM" shall be counted for the purpose of reckoning the quorum pursuant to Section 103 of the Act. The voting rights of eligible members shall be in proportion to their shares in the paid-up equity share capital of the Bank as on the cut-off date, **i.e., September 15, 2026**, subject to applicable laws, including the Banking Regulation Act, 1949. Any person who is not a member as on the cut-off date, **i.e., September 15, 2026**, should treat this notice for information purposes only. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently. Any person, who acquires shares of the Bank and becomes a member of the Bank after dispatch of the notice and is holding shares as on the cut-off date i.e., September 15, 2026, may obtain details by writing to helpdesk.evoting@cdslindia.com.

14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended) and the Circulars issued by the Ministry of Corporate Affairs, the Bank is providing the facility of remote e-Voting to its Members in respect of each of the business to be transacted at the AGM. For this purpose, the Bank has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using the remote e-Voting system will be provided by CDSL.

15. All documents referred to in the Notice are available for inspection at the Registered Office of the Bank on all working days between 10.00 AM and 05.00 PM up to the date of the AGM. Members may write to: investor.grievance@ktk.bank.in

16. Members may note that the Board of Directors, at their meeting held on May 19, 2026, has recommended a final dividend of ₹ 5.00 per equity share. The record date for the purpose of the final dividend is fixed as September 15, 2026. The final dividend, once approved by the members in the ensuing AGM, will be paid on or after Tuesday, September 29, 2026, electronically, through various online transfer modes to those members who have furnished their bank account details. To avoid delay in receiving dividends, members are requested to update their Bank account details, including Re-KYC with their depositories (where shares are held in dematerialized mode) and with the Bank's RTA (where shares are held in physical mode) to receive dividends directly into their bank account on the payout date.

17. **TAX ON DIVIDEND:** Members may note that the Income Tax Act, 1961 was repealed by Income Tax Act, 2025 and Rules made there under, amended from time to time, which mandates that dividends paid or distributed by a company shall be taxable in the hands of the members. Upon declaration of the dividend by the shareholders at the AGM, the Bank shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of the dividend. In such a case, the Dividend will be paid after deducting the tax at source as applicable, as follows:

Resident Shareholders:

It may be noted that tax would not be deducted at source on payment of dividend to a "**resident Individual shareholder**", if the total dividend amount to be paid in a Tax Year does not exceed ₹ 10,000.

Tax to be deducted at source, wherever applicable, would be as under:

Particulars	Applicable Rate	Documents required (if any)
Shareholders having the PAN	10%	Update the PAN and the residential status as per the Income Tax Act, 2025, if not already done, with the depositories (in case of shares held in demat mode) and with the Bank's Registrar and Share Transfer Agent (in case of shares held in physical mode).
	NIL	Form 121 (applicable to a Resident Individual), provided that all the required eligibility conditions are met and a copy of PAN is furnished.
Shareholders not having PAN / PAN is Invalid / Inoperative	20%	N.A.

Particulars	Applicable Rate	Documents required (if any)
Shareholders submitting the Order under Section 395 of the Income Tax Act, 2025 (Act)	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from the tax authority along with a copy of PAN.
Shareholders for whom Section 393(1)(7) of the Act is not applicable	NIL	A declaration that it has full beneficial interest with respect to the shares owned by it along with PAN.
Shareholders, being Alternative Investment Funds (AIFs) (Category I & Category II)	NIL	A declaration that the AIFs are registered under SEBI as per SEBI Regulations.
Shareholders covered under Section 393(5)(d) of the Act (e.g., Mutual Funds, Govt.)	NIL	Certificate of registration issued by the appropriate authority along with PAN, documentary evidence that the person is covered under said Section of the Act.

The Resident individual shareholders are requested to ensure that their Aadhaar Number is linked with PAN within the prescribed timelines. In case of failure to link, PAN shall be considered as inoperative / invalid and hence, tax at 20% shall be deducted in such cases.

Where the shareholder being resident individual eligible for obtaining Aadhaar Number has not intimated / linked the Aadhaar Number allotted, with his / her PAN up to the date of declaration of dividend, in such a case, the allotted PAN would be treated as inoperative; benefit of TDS exemption such as vide Form 121 shall not be extended, for the provisions of deduction of TDS on the dividend declared by the Bank, as may be applicable under the Act or relevant law / rules in force and taxes will be withheld accordingly.

Non-Resident Shareholders:

As per Section 159 of the Income Tax Act, the non-resident shareholder has the option of being governed by the provisions of the Double Tax Avoidance Agreement between India and the country of tax residence of the shareholder, if they are more beneficial to them.

Please refer to the table below for details of documents to avail Tax Treaty benefits.

Particulars	Applicable Rate	Documents required (if any)
Shareholders, being Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) as per Section 393 of the Income Tax Act, 2025 **OR** Tax Treaty Rate (whichever is lower)	a) Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities. b) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident, valid for FY 2026 - 27. c) Electronically furnished Form 41 and its acknowledgement from the Income Tax portal, if all the details required in this form are not mentioned in the TRC. d) Self-declaration by the non-resident shareholder about having no Permanent Establishment in India in accordance with the applicable Tax Treaty. e) Self-declaration of Beneficial ownership by the non-resident shareholder.
Other Non-Resident Shareholders	20% (plus applicable surcharge and cess) **OR** Tax Treaty Rate (whichever is lower)	a) Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities. b) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident, valid for FY 2026 - 27. c) Electronically furnished Form 41 and its acknowledgement from the Income Tax portal, if all the details required in this form are not mentioned in the TRC. d) Self-declaration by the non-resident shareholder about having no Permanent Establishment in India in accordance with the applicable Tax Treaty. e) Self-declaration of Beneficial ownership by the non-resident shareholder.

Particulars	Applicable Rate	Documents required (if any)
Shareholders submitting the Order under Section 395 of the Income Tax Act	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from the tax authority.

In case PAN is not available, the non-resident shareholder (other than a company) shall furnish (a) name, (b) email ID, (c) contact number, (d) address in residency country (e) Tax Identification Number of the residency country.

It is recommended that shareholders should independently satisfy their eligibility to claim DTAA benefits including meeting all conditions laid down by DTAA.

Kindly note that the Bank is not obligated to apply beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon the completeness and satisfactory review by the Bank of the documents submitted by the non-resident shareholder.

As per CBDT Notification No.: 03 / 2022 dated July 16, 2022, all non-resident shareholders desiring to claim DTAA tax treaty benefits will need to electronically furnish Form 10F (Form 41) to the revenue authorities at the income tax e-filing portal.

Soft copies of the following documents may be downloaded from the link https:// www.integratedindia.in/ExemptionFormSubmission.aspx

(1) Form 121.
(2) Form 41.
(3) Declaration from residents.
(4) Declaration from non-residents.
(5) Declaration under Rule 217 from non-residents (other than companies) not having PAN.

Duly filled and signed aforesaid documents, as applicable, should be uploaded at the website of RTA at http://www.integratedregistry.in/TaxExemptionRegistration.aspx on or before September 17, 2026, 11:59 PM (IST), to enable the Bank to determine the appropriate TDS / withholding tax rate applicable.

No communication on the tax determination / deduction received post the aforesaid date and time shall be considered for payment of the Dividend.

No other mode of submission of the documents would be entertained and the same needs to be uploaded only on the website of the RTA at the web link said above. If the documents are submitted to any other email ID or through post etc., no claim shall lie against the Bank or the RTA.

Similarly, if the tax on said Dividend is deducted at a higher rate due to non-receipt of or incomplete set of the above-mentioned details / documents, the shareholder may claim an appropriate refund in the return of income filed with their respective tax authorities and no claim shall lie against the Bank / RTA for such taxes deducted.

For shareholders having multiple accounts under different status / category:

Shareholders holding ordinary shares under multiple accounts under different status / category and a single PAN, may note that the higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.

Beneficial Interest:

In terms of Rule 203 of Income Tax Rules, 2026, and the erstwhile rules under Income Tax Act, 1961 if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then the deductee should file a declaration with the Bank in the manner prescribed by the Rules. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Bank and also provide the Bank with all information / documents and co-operation in any appellate proceedings.

Mandatory credit of Dividend to Bank Account:

SEBI vide its Master Circular No.: HO/38/13/(4)2026-MIRSD POD/I/4298/2026 dated February 06, 2026 mandated that the shareholders (holding securities in physical form), shall update / furnish the PAN, contact details (Postal Address with PIN and Mobile Number), Bank Account Details and Specimen Signature in their folio(s) for credit of dividend only through electronic mode. Even though updating of Email ID and choice of nomination are optional, the shareholders are requested to register email id to avail online services and nomination to avoid legal complications.

Discontinuation of issuance of physical dividend warrants:

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amendment, the provisions under Regulation 12 read with Schedule I relating to the issuance of dividend warrants have been omitted, with effect from November 19, 2025 and hence, the issue of the physical dividend warrants is discontinued.

Updation of bank account details:

The shareholders are requested to ensure that their bank account details in their respective demat accounts / folios are updated, to enable the Bank to make timely credit of dividend to their bank accounts.

18. Members may write to irg@integratedindia.in for any clarifications on this subject (please write in the subject matter as "KBL Dividend TDS" for easy identification and prompt redressal).

19. Members are requested to note that the dividend remaining unclaimed for a consecutive period of seven years from the date of transfer to the Unpaid Dividend Account of the Bank is liable for transfer to the Investor Education and Protection Fund ("IEPF") along with the related shares. In view of this, Members are requested to claim their unpaid dividends, if any, from the Bank, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in Web Form No.: IEPF-5 which is available on www.iepf.gov.in For details, please refer to the Corporate Governance Report of the Directors' Report.

20. Since the AGM will be held through "VC" / "OAVM", the Route Map to the venue of the AGM is not annexed to this Notice.

21. Article 74A of the Articles of Association of the Bank states that any suit by a member or members relating to any Annual General Meeting or Extraordinary General Meeting of the Bank or any meeting of its Board of Directors or a Committee of Directors or to any item of business on the agenda of any such meeting shall be subject to the exclusive jurisdiction of courts in Mangaluru city.

INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC / OAVM:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Members are provided with remote e-voting facility on all the resolutions set forth in this Notice. For this purpose, the Bank has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting, as well as the e-voting system on the date of the AGM, will be provided by CDSL.

INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS GIVEN HEREUNDER:

Step 1: Access through the Depositories; CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **September 18, 2026 (09.00 A.M.) IST** and ends on **September 21, 2026 (05.00 P.M.) IST**. During this period, shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 15, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

(iii) Pursuant to SEBI Circular No.: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, e-voting facility has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no.: SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab or https://web.cdslindia.com/myeasitoken/home/login. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN on e-Voting link available on evoting.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client ID, PAN, Verification Code and generate OTP. Enter the OTP received on registered email ID / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot 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., CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual shareholders in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact the Company / RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN of the Karnataka Bank Limited.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on the "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password and then enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR / POA if any uploaded, which will be made available to the scrutinizer for verification.

(xvii) Additional Facility for Non–Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatorily to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor.grievance@ktk.bank.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS GIVEN HEREUNDER:

1. The procedure for attending the meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

5. Further, shareholders will be required to allow the camera and use the Internet with a good speed to avoid any disturbance during the meeting.

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

7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **two days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at investor.grievance@ktk.bank.in The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **two days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at investor.grievance@ktk.bank.in These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NUMBER ARE NOT REGISTERED WITH THE BANK / DEPOSITORIES

1. For Physical shareholders - please provide necessary details like 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 **Company / RTA email id.**

2. For Demat shareholders - Please update your email id & mobile number with your respective **Depository Participant (DP).**

3. For Individual Demat shareholders – Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no.: 1800 21 09911.

ANNEXURE TO THE NOTICE

Item No. 3: To appoint a director in place of Mr. B R Ashok (DIN: 00415934), who retires by rotation and being eligible, offers himself for re-appointment:

Mr. B R Ashok, a Chartered Accountant by profession, was initially appointed by the Board of Directors as Additional Director with effect from August 27, 2019 and the members in the 96th AGM held on July 17, 2020, appointed him as a Non-Executive Director liable to retire by rotation. Thereafter, upon retiring by rotation, he was reappointed by the members at the 97th AGM held on 02.09.2021, 98th AGM held on 26.08.2022, 99th AGM held on August 29, 2023 and again at the 101st AGM held on September 23, 2025. Mr. B R Ashok, being eligible, has now offered himself for being re-appointed by rotation.

In terms of Section 10A (2A) of the Banking Regulation Act, 1949 read with extant guidelines of the RBI, no Non-Executive Director of a Banking Company shall hold office continuously or otherwise for a period exceeding eight years or beyond the age of 75 years. Since Mr. B R Ashok was appointed with effect from August 27, 2019, his eight year term gets completed on August 26, 2027, irrespective of the date of the Annual General Meeting in year 2027. In view of the same and due to the specific provisions of the Banking Regulation Act, 1949 which is also enabled by Section 1 (4) (c) of the Companies Act, 2013, Mr. B R Ashok will complete his term as Non-Executive Director of the Bank on August 26, 2027.

The Independent Directors at their meeting held on 26.03.2026, based on the provisions of Companies Act, 2013, Listing Regulations and guidance note on Board evaluation as issued by SEBI, carried out the performance evaluation of Mr. B R Ashok based on his Knowledge and Competency, Fulfillment of functions, Ability to function as a team, Initiative and such other parameters as defined in the 'Policy on Evaluation of the Performance of the Board as a whole, Committees of the Board, Chairman of the Board, Managing Director & CEO, Executive Director, Independent Directors and Non-Executive Directors' concluded that he has actively participated in the Board deliberations and made a valuable contribution and evaluated his performance as "very good".

Further, based on the recommendation of the Nomination and Remuneration Committee of the Board (NRC) at its meeting held on July 28, 2026 and Board of Directors at its meeting held on July 29, 2026 while carrying out due diligence under 'Fit & Proper' norms of RBI opined that, his candidature is in compliance with the said norms and is eligible to be re-appointed as a Director of the Bank and accordingly, the Board of Directors resolved to recommend his re-appointment as a Non-Executive, Non-Independent Director.

Brief Profile and additional information about Mr. B R Ashok as per Secretarial Standard - 2 read with Regulation 36(3) of the Listing Regulations is given below:

Sl. No.	Particulars	Information disclosed
1.	Name	B R Ashok
2.	DIN	00415934
3.	Age	63 Years and 11 months
4.	Educational Qualification	FCA
5.	Experience	A professional member of the Indian Institute of Insolvency Professionals of ICAI (IIIPI), a 1st Rank holder in the post-qualification Diploma Course on Information Systems Audit conducted by the ICAI in December, 2002 and has successfully qualified the online Proficiency Self-Assessment Test for Independent Director's Databank conducted by the Indian Institute of Corporate Affairs in March, 2020. He qualified as a Chartered Accountant in the year 1984, having over 40 years of experience in practice and his areas of expertise include statutory central audit of banks, statutory audit of insurance companies, corporates, including public sector undertakings, NGOs and other entities, besides advisory, consultancy and taxation assignments. He also has expertise in the fields of statutory-related attestation services, consultancy in direct taxes and FEMA, management advisory services and representation before various adjudicating authorities up to the Tribunal level in income tax. Mr. B R Ashok is a Director on the Board of the Bank since August 27, 2019.
6.	Terms and Conditions of Appointment	Proposed to be appointed as a Non-Executive, Non-Independent Director and shall be liable to retire by rotation.

Sl. No.	Particulars	Information disclosed
7.	Remuneration details	An amount of ₹83.60 lakhs was paid to Mr. B R Ashok as sitting fees for attending meetings of the Board / Committees during FY 2025 - 26 including fixed remuneration of ₹15 lakhs for FY 2024 – 25. Further, he was paid ₹36.60 lakhs as sitting fees for attending meetings of the Board / Committees during FY 2026 - 27 including fixed remuneration of ₹20 lakhs for FY 2025 – 26. He will continue to be eligible for payment of sitting fees and other remuneration as per the RBI circular dated November 28, 2025 and any other remuneration as may be stipulated by the RBI from time to time. Note: Sitting fees for the FY 2025-26 mentioned above include the fees amounting to ₹19.20 lakhs paid for attending the interview committee meetings for selection of top-level executive and the Whole time Directors.
8.	Date of first appointment on Board	27.08.2019
9.	Shareholding in the Bank	Directly Held: 1,650 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 meetings of the Board attended: a. During the year b. During the previous financial year	 8 / 8 Board Meetings 22 / 22 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	Accountancy, Banking, Finance and Taxation.
15.	Skills and capabilities required for the role in terms of Section 10A (2) of the Banking Regulation Act, 1949.	Accountancy, Banking, Economics, Finance, IT, Risk Management.
	The manner in which the proposed person meets such requirements.	The proposed person is a practicing Chartered Accountant with over 40 years of professional experience, bringing deep expertise in financial reporting, auditing and regulatory compliance. • Accountancy: As a Chartered Accountant, the individual possesses advanced knowledge of accounting standards, financial analysis and audit practices, which are critical for oversight of financial statements and internal controls. • Banking & Finance: Through engagements with banking clients and financial institutions, the individual has developed a strong understanding of banking operations, credit appraisal and financial structuring. • Economics: Exposure to macroeconomic trends and financial markets through advisory roles enables informed decision-making on strategic matters. • Risk Management: Experience in evaluating financial risks, internal audit systems and compliance frameworks contributes to robust governance and risk oversight. • Information Technology: Familiarity with financial systems, ERP platforms and digital transformation initiatives in finance enhances the Board's understanding of tech-driven banking solutions. As a Non-Executive, Non-Independent Director, the individual actively contributes to Board deliberations, leveraging professional insights to support strategic planning, financial prudence and regulatory compliance.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the members.

Except for Mr. B R Ashok and his relatives, 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.

Item No. 4: To appoint M/s. Batliboi & Purohit as Joint Statutory Auditor in place of retiring auditor M/s. Ravi Rajan & Co. LLP and to fix remuneration.

Pursuant to Section 30(1A) of the Banking Regulation Act, 1949, the appointment, re-appointment or removal of the Statutory Auditors of a banking company requires the previous approval of the Reserve Bank of India ("RBI").

Further, RBI, vide Circular No.: DoS.CO.ARG.8/08.91.001/2026-27 dated July 31, 2026, has, inter alia, prescribed that the Statutory Auditors of a bank shall hold office for a continuous period of three years, subject to the audit firm satisfying the prescribed eligibility norms on an annual basis. The Circular further provides that audit firms which have already completed one year or two years of their tenure with a bank shall be permitted to complete only the balance of their respective tenure, subject to continued compliance with the prescribed eligibility criteria. An audit firm shall be eligible for re-appointment only after completion of a cooling-off period of six years.

M/s. Ravi Rajan & Co. LLP, Chartered Accountants (Firm Registration No.: 009073N / LLP No.: N500320), New Delhi, will complete its tenure as one of the Joint Statutory Auditors of the Bank upon the conclusion of the 102nd Annual General Meeting ("AGM") and shall cease to hold office thereafter.

Tenure and Rotation:

The continuing Statutory Auditor, M/s. R.G.N. Price & Co., Chartered Accountants (Firm Registration No.: 002785S), Chennai was reappointed for their remaining tenure of two years i.e., until the conclusion of the 103rd Annual General Meeting (AGM) at the 101st Annual General Meeting subject to satisfying the eligibility norms prescribed by the Reserve Bank of India on an annual basis.

Accordingly, based on the recommendation of the Audit Committee of the Board, the Board of Directors has approved the re-appointment of M/s. R.G.N. Price & Co., Chartered Accountants (Firm Registration No.: 002785S), Chennai, as one of the Joint Statutory Auditors of the Bank for the remaining tenure of one year, i.e., until the conclusion of the 103rd Annual General Meeting (AGM).

Further, based on the recommendation of the Audit Committee of the Board, the Board of Directors has approved the appointment of M/s. Batliboi & Purohit, Chartered Accountants (Firm Registration No.: 101048W), Mumbai, as one of the Joint Statutory Auditors of the Bank for a continuous period of three years commencing from the conclusion of the 102nd AGM until the conclusion of the 105th AGM, subject to the annual performance evaluation and annual prior approval of the Reserve Bank of India under Section 30(1A) of the Banking Regulation Act, 1949.

The Bank has received the approval of the Reserve Bank of India for the aforesaid appointments vide its letter dated August 11, 2026.

Audit Fee and Remuneration Framework:

For the Financial Year 2026 - 27, the Board, based on the recommendation of the Audit Committee, has approved a fixed audit fee of ₹ 1.60 crore (Rupees One Crore Sixty Lakhs only) to be paid to each of the Joint Statutory Auditors. In addition, certification fees of ₹ 30,000 per certificate issued and applicable Goods and Services Tax (GST) will be paid, alongside the reimbursement of actual out-of-pocket expenses incurred during the course of the audit.

Fees payable to the Statutory Auditors (SAs):

The Board of Directors, based on the recommendation of the Audit Committee of the Board, has approved the fees payable to the statutory auditors as mentioned hereunder:

Proposed fees payable to the statutory auditor(s)	1. M/s. R.G.N. Price & Co, Chartered Accountants for the Financial year 2026 – 27: the proposed fees shall be ₹ 1.60 crores. 2. M/s. Batliboi & Purohit, Chartered Accountants for the Financial year 2026 - 27: the proposed fees shall be ₹ 1.60 crores. **Note:** • Further, certification fees of ₹ 30,000 per certificate issued to be paid and actual out-of-pocket expenses will be reimbursed.

Terms of Appointment	The assignment of Joint Statutory Auditors includes, but is not limited to: 1. Limited Review (three quarters) 2. Year-end audit and certifications including Process Audits. 3. Long Form Audit Report 4. Tax Audit 5. Consolidation of Results (Holding & Subsidiary), 6. Centralized Audit of all branches / offices of the Bank 7. Such other audit /certification / reporting requirement as may be prescribed by the RBI from time to time or as may be mutually agreed between the Bank and the Statutory Auditors.
In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	Not applicable

Basis of recommendation for the appointment, including the details in relation to and credentials of the statutory auditor(s):

Brief Profile of M/s. R.G.N. Price & Co., Chartered Accountants

M/s. R.G.N. Price & Co. (RGNP), a firm of Chartered Accountants, Chennai, has over 35 years of extensive experience in the audit profession (of Banks / NBFCs). The firm comprises 17 partners and a team of more than 57 professionals, including experienced personnel holding professional certifications such as CIA, CISA and CFE.

The firm has, over the years, developed expertise in various areas like Taxation, Financial Compliance matters, Sarbanes Oxley Advisory, IT Advisory, Due Diligence Reviews and Business Valuations, apart from specialized services in relation to IndAS Transition, setting up Internal Control Framework, Cost reduction strategies, Mergers and Acquisition assistance, financial performance health check and SOX Testing Support.

Brief Profile of M/s. Batliboi & Purohit, Chartered Accountants

M/s. Batliboi & Purohit, a firm of Chartered Accountants, Mumbai, has over 42 years of experience in the field of audit and assurance services. The firm has 15 Partners and a strong team of ~155 professionals and staff, comprising Chartered Accountants, MBAs, DISA and CIA (USA) professionals, Forensic Auditors, Cyber Security and Information Systems Auditors, Cost and Management Accountants, Company Secretaries and retired Government and Banking officials, among others.

The Firm provides a comprehensive range of professional services, including Statutory Audits, Internal Audits, Tax Audits, Risk Advisory, Business Systems Studies, Social Audits, CSR Impact Studies, Information Technology Reviews, Due Diligence Reviews and Direct and Indirect Tax Consultancy. With its diverse team of experienced professionals and multidisciplinary expertise, the Firm is well equipped to undertake complex audit, assurance, advisory and consultancy assignments.

Besides, both the firms comply with the eligibility norms prescribed by the Reserve Bank of India vide its Circular dated July 31, 2026.

Accordingly, approval of the Members is sought for the appointment of M/s. Batliboi & Purohit Chartered Accountants, as one of the Joint Statutory Auditors of the Bank along with M/s. R.G.N. Price & Co., Chartered Accountants, as the other Joint Statutory Auditor, together with the remuneration payable to them.

Your Board recommends the resolution appointing the above firm as Joint Statutory Auditors as set out under Item No. 4 of the Notice.

No Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in this resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the "Act") AND DISCLOSURE PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 5: To approve the appointment of Mrs. Biji Sreekrishnavilas Sankaranarayanan (DIN: 11534526) as the Executive Director of the Bank

The Board of Directors has appointed Mrs. Biji Sreekrishnavilas Sankaranarayanan ("Mrs. Biji S S") (DIN: 11534526) as Whole-Time Director in the capacity of Executive Director and Key Managerial Personnel of the Bank for a period of 3 (Three) years w.e.f. July 15, 2026, pursuant to the approval received from the Reserve Bank of India vide their letter DoR.GOV. No.1292/08.40.001/2026-27 dated May 13, 2026 in accordance with Section 35B of the Banking Regulation Act, 1949, on remuneration and other perquisites set out in the resolution under Item No. 5 of this Notice. Mrs. Biji S S is identified as a Material Risk Taker pursuant to extant guidelines of the Reserve Bank of India.

The Bank has received from her all-statutory disclosures / declarations including, (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), and (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164 of the Companies Act, 2013 (the Act). The Bank has also received a notice under Section 160 of the Act from her, intending to nominate herself to the office of Executive Director.

Your Board recommends the resolution appointing Mrs. Biji S S as the Executive Director of the Bank as set out in Item No. 5 of the Notice for seeking approval from members of the Bank and she shall be liable to retire by rotation.

Except for Mrs. Biji S S and her relatives, 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.

Brief Profile and additional information about Mrs. Biji S S as per Secretarial Standard - 2 read with Regulation 36(3) of the Listing Regulations is given below:

Name of the Director	Mrs. Biji S S
DIN	11534526
Age	54 years and 3 months
Qualification	MSc (Mathematics), MBA (HR), Professional Certification in Management of Social Initiatives (IIMK).
Brief Profile / Experience	Joined South Indian Bank Limited on 02.02.1996 and retired as Chief General Manager. She has managed the entire Branch Banking portfolio, including Assets & Liabilities, with 950 branches across 19 Regional Offices. Branch banking has contributed 70% of asset growth through the branch network. Has worked at South Indian Bank for more than 30 years and carries comprehensive exposure to branch banking / retail banking, corporate banking, MSME lending, credit, back-end operations, risk management, etc. During her tenure, corporate banking grew to 42% of the bank's asset book. The objective was to break into top-rated corporates and added multiple marquee and large clients of excellent asset quality. During the transformation of South Indian Bank since 2021, played a key role in heading business & functions. Has led key digital and process re-engineering initiatives such as centralised retail asset processing, implementation of LOS, digitisation of supply chain finance and financial analysis. Has chaired the Credit Committee with ₹ 50 crore sanction authority. Being part of the leadership team has been instrumental in a number of key initiatives and spearheaded multiple transformational projects.
Terms and conditions of appointment	Whole-Time Director in the capacity of Executive Director and Key Managerial Personnel of the Bank for a period of three years w.e.f. 15.07.2026.
Remuneration details	The remuneration as approved by RBI is included in the resolution under Item No. 5. As the incumbent has taken charge w.e.f. 15.07.2026, payment of remuneration for FY 2025 - 26 is not applicable.
Date of first appointment on the Board	15.07.2026
Shareholding	Directly Held: Nil As Beneficial Owner: Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Biji S S has declared that she is not related to any other Directors, Managers and other Key Managerial Personnel of the Bank.
Number of meetings of the Board attended during FY 2026-27.	3 / 3 Board Meetings.
Other Directorships, Membership / Chairmanship of Committees of other Boards.	Nil
Listed entities from which the person has resigned in the past three years.	Nil as a Director.
Nature of Expertise	Corporate Banking Strategy, Retail & Branch Banking leadership, Portfolio Risk Management, Digital transformation & automation, Asset and Liability business growth, High quality customer acquisition, Strategic Exit & Churn Management, Cross–functional team leadership, Compliance and Due diligence frameworks, financial analysis, process automation, Business development.

Name of the Director	**Mrs. Biji S S**
Skills and capabilities required for the role in terms of Section 10A(2) of the Banking Regulation Act, 1949.	Accountancy, Agriculture and Rural Economy, Banking, Co-operation & SSI, Economics, Finance, Risk Management, Payment & Settlement, HR, Business Management
The manner in which the proposed person meets such requirements.	She has over three decades of experience spread across Branch banking / retail banking, corporate banking, MSME lending, credit, backend operations, risk management and in terms of Section 10A (2) of the Banking Regulation Act, 1949, banks in India are required to ensure that persons to be appointed as Directors shall have special knowledge or practical experience in respect of one or more of the matters specified in the said Act. Mrs. Biji S S possesses such desired skills and capabilities and the Nomination and Remuneration Committee of the Board and the Board of Directors of the Bank are of the opinion that her presence on the Board of Directors of the Bank as a Director would provide substantial value addition.

Item No. 6: To approve the appointment of Dr. M Aruna Shyam (DIN: 11789970) as the Non- Executive, Independent Director of the Bank

Pursuant to Section 161(1) of the Companies Act, 2013, (the Act), the Board of Directors of the Bank at its Meeting held on July 18, 2026, based on the recommendation of the Nomination and Remuneration Committee of the Board, appointed Dr. M Aruna Shyam (DIN: 11789970) as an Additional Director (Non-Executive, Independent Director) w.e.f. July 18, 2026.

The Bank has received from him all statutory disclosures / declarations including, (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Act and Listing Regulations and the Bank has also received from him a notice under Section 160 of the Act, intending to nominate himself to the office of Independent Director of the Bank. The Board is of the opinion that he fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment is in compliance with the provisions of Section 10A(2) of the Banking Regulation Act, 1949.

The Nomination and Remuneration Committee of the Board (NRC) at its meeting held on July 17, 2026, while carrying out due diligence of his candidature under the 'Fit & Proper' norms of RBI opined that his candidature is in compliance with the said norms and is eligible to be appointed as a Director of the Bank and accordingly the Board of Directors resolved to approve his appointment as an Additional Director in the category of Non-Executive, Independent Director who is not liable to retire by rotation.

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 Directors of a company and shall be eligible for re-appointment on passing of a special resolution by the company. Further, in terms of Section 10A(2A) of the Banking Regulation Act, 1949 read with extant guidelines of the RBI, no Non-Executive Director of a Banking Company shall hold office continuously or otherwise for a period exceeding eight years or beyond the age of 75 years. In view of the above provisions, the proposal for appointment of Dr. M Aruna Shyam as a Non- Executive Independent Director not liable to retire by rotation for a period of four consecutive years, up to and inclusive of July 17, 2030, has been placed before the members for seeking their approval.

Brief Profile and additional information about Dr. M Aruna Shyam as per Secretarial Standard - 2 read with Regulation 36(3) of Listing Regulations is given below:

Name of the Director	**Dr. M Aruna Shyam**
DIN	11789970
Age	44 years and 5 months
Date of Appointment	18.07.2026
Qualification	BA. LLB, LL.M. in Business Law & Ph.D in Law (Constitution & Criminal Law)

Name of the Director	Dr. M Aruna Shyam
Experience	Dr. M Aruna Shyam is a qualified post-graduate in Business Law and holds a Doctorate in Law (Constitution & Criminal Law). Since 2004, he has been in active legal practice, appearing before Civil Courts, various Tribunals, Debt Recovery Tribunals, the National Company Law Tribunal, the High Court of Karnataka and the Hon'ble Supreme Court of India. Over the course of more than two decades, he has acquired extensive experience across diverse branches of Law, including Civil, Criminal, Constitutional, Co-operative, Corporate, Banking, Labour, Insurance and Service Laws. He also served as the Additional Advocate General for the State of Karnataka from the year 2020 to 2023, representing the State in several important constitutional, statutory and public law matters before the High Court and other judicial forums. He was designated as a Senior Advocate by the Honourable High Court of Karnataka on December 14, 2021. He has been appearing as a Senior Advocate before various High Courts and other Courts across the country, advising and representing clients in complex and high-stake litigations.
Terms and conditions of appointment	Proposed to be appointed as Non- Executive Independent Director for a period of four years and not liable to retire by rotation.
Remuneration details	Sitting Fees for attending the meetings of Board / Committees or any other such remuneration as may be approved by the Board within such limits as may be prescribed from time to time by any statutory / regulatory authority. ₹3.40 lakhs was paid as sitting fees for attending the meetings of Board / Committees during the financial year.
Shareholding	Directly held: Nil Shareholding as a Beneficial owner: Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	Dr. M Aruna Shyam has declared that he is not related to any other Directors, Manager and other Key Managerial Personnel of the Bank.
Number of meetings of the Board attended during the FY 2026-27.	2 / 2
Other Directorships, Membership / Chairmanship of Committees of other Boards. Listed entities from which the person has resigned in the past three years.	Nil Nil
Nature of Expertise	Agriculture and Rural Economy, Banking, Co-operation & SSI, Law
Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949. The manner in which the proposed person meets such requirements.	Agriculture and Rural Economy, Banking, Co-operation & SSI, Law He has been in active legal practice, appearing before Civil Courts, various Tribunals, Debt Recovery Tribunals, the National Company Law Tribunal, the High Court of Karnataka and the Hon'ble Supreme Court of India. Over the course of more than two decades, he has acquired extensive experience across diverse branches of law, including Civil, Criminal, Constitutional, Co-operative, Corporate, Banking, Labour, Insurance and Service Laws. In terms of Section 10A (2) of the Banking Regulation Act, 1949, banks in India are required to ensure that persons to be appointed as Directors shall have special knowledge or practical experience in respect of one or more of the matters specified in the said Act. Dr. M Aruna Shyam possesses such desired skills and capabilities and the Nomination and Remuneration Committee of the Board and the Board of Directors of the Bank are of the opinion that his appointment on the Board of the Bank as a Non- Executive Independent Director would provide substantial value addition.

Having regard to the above, on the recommendation of the Nomination and Remuneration Committee of the Board (NRC), the Board of Directors recommends the proposal for appointment of Dr. M Aruna Shyam as a Non-Executive, Independent Director not liable to retire by rotation for a term of four consecutive years i.e., up to and inclusive of July 17, 2030, for the approval of the members as set out in Item No. 6 of the Notice.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 6 of this Notice for seeking approval of the members.

No 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.

Item No. 7: To approve the appointment of Mr. Parthasarathi Periaswamy (DIN: 08507318) as the Non-Executive, Independent Director of the Bank

Pursuant to Section 161(1) of the Companies Act, 2013, the Board of Directors of the Bank at its Meeting held on July 29, 2026, based on the recommendation of the Nomination and Remuneration Committee of the Board, appointed Mr. Parthasarathi Periaswamy (DIN: 08507318), former Chief Information Security Officer and Chief General Manager (IT) of the Reserve Bank of India, as an Additional Director (Non-Executive, Independent Director) w.e.f. July 29, 2026.

The Bank has received from him all statutory disclosures / declarations including, (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Act and Listing Regulations and the Bank has also received from him a notice under Section 160 of the Companies Act, 2013, intending to nominate himself to the office of Independent Director of the Bank. The Board is of the opinion that he fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment is in compliance with the provisions of Section 10A(2) of the Banking Regulation Act, 1949.

The Nomination and Remuneration Committee of the Board (NRC) at its meeting held on July 28, 2026, while carrying out the due diligence of his candidature under the 'Fit & Proper' norms of RBI opined that his candidature is in compliance with the said norms and is eligible to be appointed as a Director of the Bank and accordingly, the Board of Directors resolved to approve his appointment as an Additional Director in the category of Non-Executive, Independent Director who is not liable to retire by rotation.

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 Directors of a company and shall be eligible for re-appointment on passing of a special resolution by the company. Further, in terms of Section 10A(2A) of the Banking Regulation Act, 1949 read with extant guidelines of the RBI, no Non-Executive Director of a Banking Company shall hold office continuously or otherwise for a period exceeding eight years or beyond the age of 75 years. In view of the above provisions, the proposal for appointment of Mr. Parthasarathi Periaswamy as an Non- Executive Independent Director not liable to retire by rotation for a period of four consecutive years, up to and inclusive of July 28, 2030, has been placed before the members for seeking their approval.

Brief Profile and additional information about Mr. Parthasarathi Periaswamy as per Secretarial Standard - 2 read with Regulation 36(3) of the Listing Regulations is given below:

Name of the Director	Mr. Parthasarathi Periaswamy
DIN	08507318
Age	70 years and 2 months
Date of Appointment	29.07.2026
Qualification	M.Sc (Statistics), MBA (Information Systems)
Experience	Mr. Parthasarathi Periaswamy is a seasoned technology and cybersecurity leader with over three decades of experience at the highest levels of India's financial sector. As former Chief Information Security Officer and Chief General Manager (IT) at the Reserve Bank of India, he has played a pivotal role in shaping national cybersecurity frameworks, modernizing mission-critical infrastructure and strengthening resilience across the banking ecosystem. He has served as Chief Technology Officer at the Institute for Development and Research in Banking Technology (IDRBT), where he directed IT infrastructure, trust services and the national threat intelligence platform (IB CART). His leadership extended to convening the CISO Forum and organizing national cyber drills, fostering collaboration and preparedness among banks. Beyond central banking, Mr. Parthasarathi has advised leading private sector banks on cyber security governance, policy reviews and crisis management. He was formerly a Consultant to the Reserve Bank Innovation Hub, guiding projects on cybersecurity in the financial sector. Further, he was a Board Member of Indian Financial Technology and Allied Services (IFTAS), an RBI subsidiary, for the period 2019 – 2021, where he had overseen technology governance and sector wide IT initiatives. Widely respected for his ability to bridge technology, regulation and strategy, Mr. Parthasarathi is passionate about advancing organizational resilience, regulatory technology and cybersecurity governance. His career reflects a commitment to strengthening trust in financial systems and preparing institutions for the challenges of a digital future.

Name of the Director	Mr. Parthasarathi Periaswamy
Terms and conditions of appointment	Proposed to be appointed as Non- Executive Independent Director for a period of four years and not liable to retire by rotation.
Remuneration details	Sitting Fees for attending the meetings of Board / Committees or any other such remuneration as may be approved by the Board within such limits as may be prescribed from time to time by any statutory / regulatory authority. ₹0.80 lakhs was paid as sitting fees for attending the meetings of Board / Committees during the financial year.
Shareholding	Directly held: Nil Shareholding as a Beneficial owner: Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	Mr. Parthasarathi Periaswamy has declared that he is not related to any other Directors, Manager and other Key Managerial Personnel of the Bank.
Number of meetings of the Board attended during the FY 2026-27.	1 / 1
Other Directorships, Membership / Chairmanship of Committees of other Boards. Listed entities from which the person has resigned in the past three years.	Nil Nil
Nature of Expertise	Information Technology, Payment & Settlement Systems, Banking, Economics, Finance, Risk Management.
Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949. The manner in which the proposed person meets such requirements.	Information Technology, Payment & Settlement Systems, Banking, Economics, Finance, Risk Management. He is a seasoned technology and cybersecurity leader with over three decades of experience at the highest levels of India's financial sector. As former Chief Information Security Officer and Chief General Manager (IT) of the Reserve Bank of India, he has played a pivotal role in shaping national cyber security frameworks, modernizing mission-critical infrastructure and strengthening resilience across the banking ecosystem. In terms of Section 10A (2) of the Banking Regulation Act, 1949, banks in India are required to ensure that persons to be appointed as Directors shall have special knowledge or practical experience in respect of one or more of the matters specified in the said Act. Mr. Parthasarathi Periaswamy possesses such desired skills and capabilities and the Nomination and Remuneration Committee of the Board and the Board of Directors of the Bank are of the opinion that his appointment on the Board of Directors of the Bank as a Non- Executive Independent Director would provide substantial value addition.

Having regard to the above, on the recommendation of the Nomination and Remuneration Committee of the Board (NRC), the Board of Directors recommends the proposal for appointment of Mr. Parthasarathi Periaswamy as a Non-Executive, Independent Director not liable to retire by rotation for a term of four consecutive years i.e., up to and inclusive of July 28, 2030, for the approval of the members as set out in Item No. 7 of the Notice.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 7 of this Notice for seeking approval of the members.

No 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.