NOTICE OF THE
107TH ANNUAL GENERAL MEETING

THE KARUR VYSYA BANK LIMITED

Registered & Central Office, No. 20, Erode Road, Vadivel Nagar, L.N.S., Karur - 639002
[CIN: L65110TN1916PLC001295] [e-Mail: kvb_sig@kvb.bank.in]
[Website: www.kvb.bank.in] [Tel No: 04324-269440-42]

IMPORTANT DATES

EVENT	PARTICULARS
RECORD DATE FOR DIVIDEND	24th July 2026
COMMENCEMENT OF REMOTE E-VOTING	01st August 2026 (10.00 A.M. IST)
END OF REMOTE E-VOTING	04th August 2026 (05.00 P.M. IST)
DATE AND TIME OF AGM	05th August 2026 (11.00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means ('VC/OAVM'))

NOTICE

Notice is hereby given that the One Hundred and Seventh (107th) Annual General Meeting (**"AGM"**) of the Members of The Karur Vysya Bank Limited ('the Bank') will be held on Wednesday, 05th August 2026 at 11.00 A.M. (IST) through **Video Conferencing/ Other Audio Visual Means ('VC/ OAVM')** in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI) to transact the following businesses:

ORDINARY BUSINESSES:

1. **To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March 2026 and Reports of the Board of Directors and Auditors thereon.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 129, 134 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Section 29 and other applicable provisions, if any, of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') in this regard, from time to time, the audited financial statements of the Bank for the financial year ended 31st March 2026 including the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the financial year ended 31st March 2026 along with the report of the Auditors and the Board of Directors thereon, as circulated to the Members and laid before the Meeting, be and are hereby received, considered and adopted.

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

2. **To declare dividend of ₹ 2.60/- per equity share of the Bank for the Financial Year 2025-26.**

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

   "RESOLVED THAT pursuant to the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013 and Section 15 and other applicable provisions, if any, of the Banking Regulation Act, 1949 and other applicable circulars, guidelines, directions, issued by the Reserve Bank of India, in this regard (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) a dividend at the rate of ₹ 2.60/- (Two rupees Sixty paisa only) per equity share having face value of ₹ 2/- (Rupees two only) each fully paid-up (i.e. 130%), as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March 2026, and the same be paid out of the profits of the Bank for the financial year ended 31st March 2026.

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

3. **To re-appoint Shri B Sankar (DIN: 08846754) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made thereunder, applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules, circulars and guidelines issued by the Reserve Bank of India, from time to time and the relevant clauses of the Articles of Association of the Bank, Shri B Sankar (DIN: 08846754), who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Bank.

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

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4. **To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s. Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) as Joint Statutory Central Auditors of the Bank and fix their remuneration for third year.**

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

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the provisions of Section 30 of the Banking Regulation Act, 1949 and guidelines issued by Reserve Bank of India for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) including any amendment, modification, variation or re-enactment thereof for the time being in force, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s. Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) be and are hereby re-appointed as Joint Statutory Central Auditors of the Bank to hold office for the FY 2026-27, subject to the approval of Reserve Bank of India from the conclusion of this Annual General Meeting until the conclusion of next (i.e.,108th) Annual General Meeting of the Bank on such terms and conditions, including an overall annual remuneration/fees of ₹ 1,40,00,000/- (Rupees One Crore and Forty Lakhs only) plus out of pocket expenses not exceeding 10% of the fees and applicable taxes, with the power to the Board including Audit Committee thereof to alter and vary the terms and conditions of appointment, the remuneration, etc., including by reason of necessity on account of conditions as may be stipulated by Reserve Bank of India and /or any other statutory authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Central Auditors.

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

SPECIAL BUSINESS:

5. **To appoint Branch Auditors of the Bank and fix their remuneration.**

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

   "RESOLVED THAT pursuant to Sections 139, 143(8) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules as amended from time to time, if any, and the applicable provisions of the Banking Regulation Act, 1949 and the rules, circulars and guidelines issued by the Reserve Bank of India, Board of Directors of the Bank, ("Board") in consultation with Joint Statutory Central Auditors, be and are hereby authorised to appoint the Branch Auditors for the FY 2026-27, who are qualified to act as Auditors including Joint Statutory Central Auditors and to fix their remuneration and out of pocket expenses, based on the recommendations of the Audit Committee of the Board.

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

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

Srinivasarao Maddirala
Company Secretary & Compliance Officer
(Membership No. ACS 19189)

Place: Karur
Date: 07th July 2026

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NOTES

1. Pursuant to the Circulars issued by Ministry of Corporate Affairs ("MCA") from time to time (the latest circular dated 22nd September 2025) ("MCA Circulars"), the 107th Annual General Meeting ("AGM") of the Bank will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members. The deemed venue for the 107th AGM shall be the Registered and Central Office of the Bank.

2. Members can join the AGM in the VC / OAVM mode, at least 15 minutes before the time scheduled for the AGM. The facility of participation at the AGM will be available for atleast 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, 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 on account of first come first served basis. The Members can join the AGM in the VC/OAVM mode by following the procedure mentioned in the Notice.

3. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (''the Act''), in respect of the Special Business in the Item No. 5 and the relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also part of this Notice.

4. **PROXIES**

   Pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. The Bank has appointed National Securities Depository Limited (NSDL), to provide VC/OAVM facility for the AGM.

6. Corporate/Institutional Members intending to authorize their representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are required to send a scanned copy of the Board Resolution authorizing its representative to the Scrutiniser by email through its registered email address to byascrutiniser@gmail.com with a copy marked to evoting@nsdl.com. The email should be received by the Bank not less than 48 hours before the commencement of the meeting. Alternatively, same can also be uploaded by clicking on "Upload board resolution / authority letter" displayed under "e-voting" tab in their respective login.

7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. The certificate from the Secretarial Auditors of the Bank certifying that the Bank's Employees Stock Option Schemes are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed by the Members of the Bank, will be available for electronic inspection by the members at the AGM.

9. All the relevant documents referred to in this Notice requiring the approval of the Members at the meeting and Statutory Registers shall be available for electronic inspection by the Members up to the date of the meeting i.e., **05th August 2026** without any fee by the members. This Notice and the Integrated Annual Report will also be available on the Bank's website https://www.kvb.bank.in/investorcorner/annual-general-meeting/

10. **DIVIDEND ENTITLEMENT**

    The Board of Directors of the Bank in its meeting held on 07th May 2026, has recommended dividend of ₹ 2.60/- per equity share on the face value of ₹ 2/- each (i.e., 130%) for the financial year ended 31st March 2026, subject to the approval of regulatory authorities, if any, and shareholders of the Bank in the AGM.

    The Bank has notified 24th July 2026 as record date for determining the names of members eligible for dividend on equity shares. The Dividend will be paid/dispatched on or after **06th August 2026**.

    In respect of shares held in dematerialised form, the dividend will be paid to those Members whose name are furnished by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on **24th July 2026**.

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11. TDS ON DIVIDEND

Shareholders are requested to note that as per the revised provisions of the Income Tax Act, 2025 ("the Act"), dividends paid or distributed are taxable in the hands of the shareholders and Bank has to deduct tax at source at prescribed rates on dividend payment. The Bank shall therefore be required to deduct tax at source at the time of payment of dividend based on the category of shareholders and subject to fulfillment of conditions as provided herein below:

FOR RESIDENT SHAREHOLDERS:

Tax shall be deducted on the dividend payable to shareholder in following cases:

In accordance with Section 393(1)[Table Sr. No. 7] read with section 393(4) [Table Sr. no. 10] (earlier section 194) of the Act, tax shall be deducted at source from the dividend amount at rate of 10% where shareholder have registered their valid Permanent Account Number (PAN) and at rate of 20% for cases where the shareholders do not have PAN/have not registered their valid PAN details in their Demat Account or Folio.

Further, the persons who are required to obtain Aadhaar number, must link the same with PAN number. If PAN and Aadhaar numbers are not linked, such PANs would be treated as inoperative as per latest Income Tax norms and higher TDS rates will be applicable as per the provisions of Section 397 of Income Tax Act 2025.

No tax shall be deducted on the dividend payable to shareholder in following cases:

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Resident Individual	NIL	• If the aggregate of total dividend distributed/paid to a resident Individual shareholder by the Bank during Tax Year 2026-27 does not exceed ₹ 10,000/- (any mode other than cash). • Where the dividend exceeds ₹ 10,000/- for the Tax Year 2026-27, shareholder shall provides duly signed Form 121 [Resident Senior Citizen Individual, HUF, Trust etc.,] except Firm/Company along with the self-attested copy of the PAN card, provided that all the required eligibility conditions are met as per Income Tax norms. • Exemption certificate issued by the Income-Tax Department, if any.
Resident Non-Individual	NIL	• **Insurance companies:** Declaration that the provisions of Section 393(1) [Table SI. No. 7] of the Act are not applicable to them along with self-attested copy of registration certificate and PAN card. • **Mutual Funds:** Declaration by Mutual Fund shareholder eligible for exemption under Schedule VII [Item No. 20/21, as applicable] of the Income Tax Act, 2025, supported by a self-attested copy of registration documents and a valid, operative Permanent Account Number (PAN). • **Alternative Investment Fund (AIF) established in India:** Declaration that the shareholder is an Alternative Investment Fund (AIF) established in India and is eligible for tax exemption under Schedule V (Table: S. No. 1) of the Income Tax Act, 2025. We further declare that the Fund is registered as a Category I / Category II AIF (as applicable) under the SEBI (Alternative Investment Funds) Regulations, 2012, and is supported by a self-attested copy of the SEBI registration certificate and a valid, operative Permanent Account Number (PAN). • **Other shareholders –** Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card. Shareholders who have provided a valid certificate issued u/s. 395 (earlier sec.197) of the Act for Lower / Nil rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration.

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FOR NON-RESIDENT SHAREHOLDERS:

Tax is required to be withheld in accordance with the provisions of Section 393 of the IT Act at applicable rates in force. As per the relevant provisions of the IT Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. However, as per Section 159 of the IT Act, a non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder.

For this purpose, i.e. to avail the Double Tax Avoidance Agreement (DTAA) benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of PAN card, if any, allotted by the Indian Income Tax Authorities;
- Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident;
- Form 41 (erstwhile Form 10F) applied through Income Tax Website by the shareholder's PAN login (https://eportal.incometax.gov.in/iec/foservices/#/login) and get it with acknowledgement number;
- In case of Foreign Portfolio Investors (FPI), self-attested copy of the SEBI registration certificate.

Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Bank, of the documents submitted by non-resident shareholders and meeting requirement of the IT Act read with applicable DTAA. In absence of the same, the Bank will not be obligated to apply the beneficial DTAA rate at the time of tax deduction on dividend.

To summarise, dividend will be paid after deducting the tax at source as under:

- NIL for resident individual shareholders receiving dividend upto ₹ 10,000/- or if Form 121 (earlier Form 15G/15H) along with self-attested copy of the PAN card is submitted (If the dividend is above ₹ 10,000/-).
- 10% for other resident shareholders who have registered their valid PAN.
- If PAN and Aadhaar numbers are not linked, such PANs would be treated as inoperative and higher TDS rates @ 20% as per provisions the IT Act.
- 20% for resident shareholders who do not have PAN/ have not registered their valid PAN.
- 20% plus applicable surcharge and cess for non-resident shareholders in case the relevant documents are not submitted.
- Lower/ Nil TDS on submission of self-attested copy of the valid certificate issued under section 395 of the IT Act.
- Tax will be assessed on the basis of documents submitted by the resident / non-resident shareholders.
- Non Resident Shareholders claim DTAA concessional TDS rate submit Form 41 (earlier Form 10F) applied through Income Tax Department new web portal using their PAN user login (https://eportal.incometax.gov.in/iec/foservices/#/login) and generate Form 41 (earlier Form 10F) with acknowledgement number as per Income Tax norms.

In terms of Rule 203 of Income Tax Rules 2026, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Bank in the manner prescribed by the Rules, not later than **24th July 2026.**.

Procedure for Submission of Form for availing exemption from TDS / Lower deductions:

Shareholders who are exempted from TDS / Lower deductions, if any, can submit the above mentioned documents through online by accessing the weblink at https://www.kvb.bank.in/investor-corner/tds-on-dividend/ not later than 24th July 2026. The said weblink would prompt for valid DP ID /Folio Number along with PAN followed by submission of OTP sent to Registered Mobile Number / eMail ID.

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Further, Shareholders may also submit the above mentioned documents to the Bank through kvb_sig@kvb.bank.in from their registered mail id or may forward the forms to Bank's Registered Office Address: The Karur Vysya Bank Limited, Investor Relations Cell, Registered & Central Office, No. 20, Erode Road, Vadivel Nagar, L.N.S.. Karur – 639002, not later than 24th July 2026.

For further details please visit our website at https://www.kvb.bank.in/investor-corner/tds-on-dividend/

In case of joint holding, the shareholder named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

Alternate procedure for Submission of Form for availing exemption from TDS / Lower deductions:

Depositories have enabled mechanisms for electronic submission and have simplified the process for submission of Form 121. Shareholders can now submit the Form through their respective Depository (i.e., CDSL or NSDL) for all demat holdings linked to their PAN. Accordingly, there is no requirement to submit the form separately to the Bank or to its Registrar and Share Transfer Agent (RTA), M/s MUFG Intime India Private Limited (MUFG).

Shareholders are required to submit the following duly filled and signed documents, as may be applicable:

- **Form 121** - Declaration by resident taxpayers for receipt of certain incomes without deduction of tax. (earlier Form 15G / Form 15H under the Income Tax Act, 1961)
- **Form 41** along with Tax Residency Certificate and No PE declaration - Declaration by non-resident taxpayers to claim benefits under the DTAA. (earlier Form 10F under the Income Tax Act, 1961)

Steps for submitting Form 121 through CDSL / NSDL:

	Central Depository Services (India) Limited (CDSL)	**National Securities Depository Limited (NSDL)**
Submission platform	CDSL Electronic submission platform	SPEEDe Mobile App or IDeAS
Web link to access	https://www.cdslindia.com/Form121/Form121Login.aspx	https://eservices.nsdl.com/
Steps to submit	1) Visit the **CDSL portal** & Click on "LOGIN" on top right corner. 2) Select Form 121 and LOGIN → Page for Online Submission of Form 121 will open. 3) PAN of the declarant → 4) Enter Mobile Number linked with PAN → Generate OTP → An OTP will be sent to the registered mobile number and email ID. 5) Online Form 121 declaration screen will appear • Fill in all required details • Review the declaration • Submit the form online.	1) Visit the **NSDL portal** and register for **NSDL eServices (IDeAS)**, if not already registered. 2) Upon successful registration, log in as a **SPEEDe Users**. 3) From the lefthand menu, select **Form 121 Submission**, enter the required details, and submit the form.

Notes:

1. Incomplete and/or unsigned forms and declaration will not be considered by the Bank. No communication on the tax determination / deduction shall be entertained after **24th July 2026.**
2. If your PAN detail is not registered, we request you to update the same with your Depository Participant (if the shares are held in dematerialised mode) or the Banks' Registrar and Share Transfer Agents (if the shares are held in physical mode), at the earliest.
3. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time

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of filing your income tax return by consulting your tax advisor. No claim shall lie against the Bank for such taxes deducted.

4. Shareholders will be able to see the credit of TDS in Form 168 (Erstwhile Form 26AS), which can be downloaded from their e-filing account at https://www.incometax.gov.in
5. Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
6. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be 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.
7. Shareholders are requested to ensure that their Bank Account Details in their respective Demat Accounts / Physical Folios are updated, to enable the Bank to make timely credit of dividend in their bank accounts. Bank will not issue physical dividend warrants.
8. The above communication on TDS sets out the provisions of law in a summary manner only and does not support to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions applicable based on their particular circumstances.

12. UPDATION OF KYC – PHYSICAL SHAREHOLDERS

SEBI vide its Master Circular dated 09th February 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).

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

1. In case of non-updation of PAN, Contact details (Postal Address with PIN and Mobile Number), Bank Account Details and Specimen Signature in respect of physical folios, dividend shall be paid only through electronic mode with effect from 01st April 2024 upon furnishing all the aforesaid details in entirety.

   If a shareholder updates the PAN, Contact details (Postal Address with PIN and Mobile Number), Bank Account Details and Specimen Signature after 01st April 2024, then the shareholder would receive all the dividends declared during that period (from 1st April 2024 till date of updation) pertaining to the shares held after the said updation automatically. Henceforth, Bank would pay the dividend only through electronic mode and would not issue any physical dividend warrants as per recent amendment to SEBI LODR.

   Hence, we request the members of the Bank, who have not registered their PAN, Contact details (Postal Address with PIN and Mobile Number), Bank Account Details and Specimen Signature to update the same in the following manner. Even though updating of Email ID and choice of nomination are optional, the shareholders are encouraged to register email id to avail online services and nomination to avoid legal complications.

   <u>Relevant forms (for the shares held in physical form)</u>

   ISR-1 (Request for Registering/updating the e-Mail ID, PAN, KYC details, Bank mandate etc.,)

   ISR-2 (confirmation of signature of shareholder by their banker)

   SH-13 (request for nomination)

   The format of said Forms are available at www.in.mpms.mufg.com → Resources → Downloads → KYC and also available at www.kvb.bank.in → Investor Corner → Share Holder FAQ.

   Shareholders shall submit the duly signed forms mentioned above along with the necessary documents to the Bank's RTA at the address mentioned in the point No. 15.

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For the shares held in electronic form (i.e., Demat)

The details shall be updated with the concerned Depository Participant (DP) where the Demat account is maintained.

Specimen copy of letter is also available on the Bank's website at https://www.kvb.bank.in/investor-corner/share-holder-faq/

13. Special Window for Transfer and Dematerialisation of Physical Securities of the Karur Vysya Bank

A special window, as per mandate of SEBI, is available till 4th February 2027, to facilitate lodgement of transfer requests executed before 1st April 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before 4th February 2027 to Bank/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock-in, during which they cannot be transferred, lien-marked, or pledged.

Note that cases involving disputes between transferor and transferee will not be considered in this window and may be settled by transferor and transferee through court/NCLT process. Further, securities which have been transferred to IEPF shall not be considered under this window. Eligible investors who have missed the earlier deadline shall submit their transfer request along with the requisite documents to the Banks' RTA at the address mentioned in the point No. 15.

14. DEMATERIALISATION OF SHARES

Bank's Equity shares are available in both Demat and Physical form. The shares which are in Demat can be tradable and transferable through the Depository system - National Securities Depository Limited ('NSDL') and Central Depository Service (India) Limited ('CDSL'). Pursuant to Regulation 40 of the SEBI LODR, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository or Transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

Further, SEBI vide its master circular dated 06th February 2026, advised that listed companies shall henceforth issue the securities in dematerialised form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission; viii. Transposition. In this regard, shareholders holding shares in physical form are requested to dematerialize their shares in order to avail the better liquidity. Further, the members/ claimants are required to make a request for above listed services by submitting a duly filled Form ISR – 4, the format of which is available on the Bank's website at https://www.kvb.bank.in/investor-corner/share-holder-faq/.

15. ADDRESS OF RTA

Shareholders who are holding shares in physical form may contact RTA to furnish/update the PAN, Nomination, Address, Mobile Number, E-Mail Address, Bank Account details and Specimen Signature in their folio or any queries relating to their shares. The address of the RTA is given below:

M/s. MUFG Intime India Private Limited

(Unit: The Karur Vysya Bank Limited)

"Surya", 35, Mayflower Avenue,

Behind Senthil Nagar,

Sowripalayam Road,

Coimbatore - 641028.

Tel: 0422-2314792/ 4958995/ 2539835 / 2539836

e-Mail: investor.helpdesk@in.mpms.mufg.com

Website: www.in.mpms.mufg.com

16. UNCLIAMED DIVIDENDS

Members are requested to note that dividend(s) if not encashed for a period of 7 years, from the date of transfer to the unclaimed dividend account of the Bank, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Shares pertaining to any shareholder in respect of which dividend/s have not been encashed for the last 7 consecutive years are also liable to be

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transferred to the IEPF Authority. The Folio No./Demat Account No. wise unpaid dividend details are available on Bank's website at https://www.kvb.bank.in/investor-corner/

In view of the above, Members are requested to encash their dividend/s, within the stipulated timeline. The shareholders whose shares/dividend transferred to IEPF can claim the same from IEPF Authority by submitting an online Form IEPF - 5 available on the website https://www.iepf.gov.in/. For more details, please refer to Corporate Governance Report forms part of the Annual Report.

17. Discontinuation of issuance of physical dividend warrants:

Pursuant to the recent amendment to Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank is mandated to pay the dividends only through electronic modes, as prescribed under the aforesaid Regulation.

Due to aforesaid regulatory change:

1. All future dividend payments shall be made only through electronic mode of payment approved by the Reserve Bank of India.
2. The Bank will not be paying dividend(s) through physical mode i.e., 'Dividend Warrants'.
3. Shareholders who have not registered or updated their bank account details will not be able to receive dividends until such details are duly registered/ updated.

In view of the above, shareholders are requested to:

1. Ensure that bank account details are correctly registered/updated with the respective Depository Participant (for demat shareholders) or with the Registrar and Share Transfer Agent (for physical shareholders) to enable electronic credit of dividend.
2. Update their email address and mobile number for timely receipt of information w.r.t. payment of dividend and other communications from the Bank.

18. Members described as "Minors" in the address but who have attained the age of majority, may get their status updated in Register of Members by producing proof of age.

19. Members holding shares in single name and physical form may avail facility for making nominations in respect of the shares held by them by submitting prescribed Forms to RTA. All rights in respect of the shares shall vest in the nominee account in the event of the death of the shareholder. A minor may be a nominee provided that the name of the guardian is mentioned in the Nomination form. The facility of nomination is not available to non-individual members such as bodies corporate, kartas of Hindu Undivided Families, partnership firms, societies, trusts and holders of Power of Attorney. Members who are holding shares in Demat form may contact their Depository Participant (DP) to furnish/ update the Nomination.

20. DESPATCH OF AGM NOTICE AND ANNUAL REPORT THROUGH ELECTRONIC MODE

In compliance with the MCA and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Bank/Registrar and Share Transfer Agent/Depository Participants (DP) and as per the data downloaded from the Depository Participant(s) as on **08th July 2026.** However, the hard copy of full Annual Report will be sent to those shareholders who request for the same.

Members may note that the Notice and Integrated Annual Report 2025-26 will also be available on the Bank's website https://www.kvb.bank.in/investorcorner/annual-general-meeting/, Stock Exchange's website i.e. National Stock Exchange of India Limited at https://www.nseindia.com/ and NSDL's website https://www.evoting.nsdl.com.

Members who have not registered their e-mail addresses so far are requested to register their E-Mail address with Depository Participants/RTA so that they can receive the Annual Report and other communications from the Bank electronically.

21. QUERIES AT THE AGM

Shareholders can submit their queries relating to the financial statements, Directors' Report and on agenda items placed at the 107th AGM Notice, from their registered email address, mentioning their name, DP ID and Client ID /folio number and mobile number, to Bank's email address at kvbagmspeakers@kvb.bank.in from **29th July 2026** till **03rd August 2026**. The same will be answered during the meeting.

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Further, Members, who would like to ask questions during the AGM with regard to the financial statements and on agenda items placed at the AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Bank's email address at kvbagmspeakers@kvb.bank.in from 29th July 2026 till 03rd August 2026.

Those members who have registered themselves as a speaker will be allowed to express their views or ask questions during the AGM and may have to allow camera access during the AGM. Speaker shareholders are requested to ensure seamless internet connectivity in order to avoid technical disturbances. Bank shall not be liable for any technical glitches at the shareholders' end.

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.

The Bank reserves the right to restrict the number of questions and/or speakers, as – appropriate, depending on the availability of time and smooth conduct of the AGM.

Speaker shareholders are requested to align their speech with the Agenda Items set out in the Notice and adhere to the timeline of 3 minutes allotted for each speaker, in order to spare sufficient time to other speakers to express their views. Further, Bank reserves the right to move to the next speaker, after due reminders, in the event of expressing out-of-context views and continuing their speech above the said timeline.

22. VOTING THROUGH ELECTRONIC MEANS

(i) 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Bank is pleased to provide Members the facility to exercise their right to vote by electronic means. The Bank has appointed NSDL for facilitating voting through electronic means, as the authorized agency.

(ii) The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Bank as on the 'cut-off' date being **29th July 2026** subject to the provisions of the Banking Regulation Act, 1949 as amended and the extant RBI guidelines. Details of the process and manner of Remote e-Voting are furnished separately in the Notice.

(iii) Members who have already exercised their right to vote by e-Voting may attend Annual General Meeting through VC/OAVM but shall not vote at the Annual General Meeting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

(iv) The Board of Directors has appointed Shri R K Bapulal (FCS No. 5893 CP No. 3842), M/s Bapulal Yasar & Associates as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner.

(v) The Scrutiniser shall after the conclusion of voting at the AGM, will collate the votes downloaded from the e-Voting system and the votes cast at the AGM through e-voting for all resolutions set forth in the Notice convening the AGM. On completion of the Scrutiny, the Scrutiniser will submit his report to the Chairperson of the Bank, who shall counter sign the same and declare the results of the voting. The Results of the resolutions stated in the Notice shall be declared within two working days from the conclusion of AGM of the Bank and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.

(vi) The results declared along with the report of the Scrutiniser shall be made available on the website of the Bank www.kvb.bank.in and on the website of NSDL immediately after the declaration of results by the Chairperson. The results shall also be immediately forwarded to the Stock Exchange where the Bank's shares are listed.

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(vii) The Remote e-Voting facility will be available during the following voting period:

Commencement of Remote e-Voting:	01st August 2026 (10.00 A.M. IST)
End of Remote e-Voting:	04th August 2026 (05.00 P.M. IST)

During this period, Members of the Bank, holding shares either in physical form or in dematerialised form, as on the cut-off date viz., **29th July 2026** may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

23. Voting at the AGM:

Members who have not exercised their voting rights during Remote e-Voting period, shall cast their votes through e-Voting facility provided during the 107th Annual General Meeting.

24. Since the meeting will be held through VC/OAVM, the route map of the venue of the meeting is not annexed in the Notice.

25. E-VOTING PROCEDURE IS AS UNDER:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You 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 Bank name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on Bank name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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Type of shareholders	Login Method
	4. Visit the e-Voting website of NSDL 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 have to enter your User ID (i.e. your sixteen digit demat account number held 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 Bank name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. b. 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. c. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

a) Visit the e-Voting website of NSDL at https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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

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

d) Your User ID details are given below:

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

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e) Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

a) Click on "**Forgot User Details/Password**?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

h) Now, you will have to click on "Login" button.

i) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who

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are authorized to vote, to the Scrutinizer by e-mail to byascrutiniser@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login options to the e-voting website will be disabled upon five unsuccessful attempts. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

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

1. In case shares are held in physical mode provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor.helpdesk@in.mpms.mufg.com.

2. In case shares are held in demat mode, provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to kvb_sig@kvb.bank.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 09th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

26. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

27. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Bank will be displayed. Please note that the members who

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do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

b) Members are encouraged to join the Meeting through Laptops for better experience.

c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) 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.

e) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at kvbagmspeakers@kvb.bank.in. The same will be replied by the Bank suitably.

f) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date of **29th July 2026**. Any person, who acquires shares of the Bank and become member of the Bank after dispatch of the notice and holding shares as of the cut-off date **i.e. 29th July 2026** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kvb_sig@kvb.bank.in or investor.helpdesk@in.mpms.mufg.com.

A member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through electronic means.

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EXPLANATORY STATEMENT

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

In conformity with section 102(1) of the Companies Act, 2013 ("the Act") the following explanatory statement sets out the material facts relating to the subject matter of the Notice and as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Item No. 3 – To re-appoint Shri B Sankar (DIN: 08846754) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

RBI vide its letter dated 11th February 2025, had accorded its approval for the appointment of Shri B Sankar (DIN: 08846754) as Whole-time Director (Executive Director) of the Bank, for a period of three (3) years with effect from the date of taking charge along with the terms and conditions. Subsequently, the Board in its meeting held on 20th February 2025, co-opted Shri B Sankar as an Additional Director in the Category of Whole Time Director and designated him as Executive Director and Key Managerial Personnel of the Bank for a period of three (3) years with effect from the date of his taking charge and Shri B Sankar has taken charge as Executive Director on 12th March 2025. The said appointment was approved by the shareholders of the Bank on 17th May 2025 vide postal ballot notice dated 27th March 2025.

Shri B Sankar is a tenured banker with over three and a half decades of experience in the banking industry. He holds a graduate degree in B.Com (Hons.) from Osmania University, postgraduate degree in Master of Management Studies (Finance) from Banaras Hindu University and is a Certified Associate of the Indian Institute of Bankers (C.A.I.I.B.).

Over the course of his distinguished career with the State Bank of India (SBI), he held several positions of increasing responsibility, contributing significantly to the Bank's growth and strategic initiatives. In his last assignment at SBI, he served as Deputy Managing Director, heading the Stressed Assets Management vertical, where he focused on quality recovery, minimization of losses, and prudent resolution of stressed assets. He also served as Chief Operating Officer, overseeing SBI's operations, customer service, branch transformation initiatives, and ATM network management. As Chief General Manager (SME) at the Corporate Centre, he played a key role in revitalizing and expanding the Bank's SME business.

He possesses extensive expertise in banking operations, credit and risk management, stressed asset resolution, internal audit, customer service, and technology-driven business transformation. He also has prior Board-level experience and has contributed to enhancing operational efficiency, governance standards, and risk management practices through the effective use of technology.

Further, in terms of the RBI Guidelines on Compensation and the Bank's Compensation Policy, he is identified as a Material Risk Taker (MRT). Accordingly, the compensation structure applicable to the Whole-time Director (Executive Director) comprises Fixed Pay and Variable Pay, with the Variable Pay component being up to 100% of the Fixed Pay. The Variable Pay is subject to performance evaluation by the Nomination and Remuneration Committee (NRC) based on quantitative and qualitative parameters as determined by the NRC from time to time. The Variable Pay payable to Shri B Sankar shall be subject to the approval of the Reserve Bank of India (RBI). During FY 2025-26, Shri B Sankar drew Fixed Pay aggregating to ₹ 1,09,65,661.89/-. With respect to the reimbursement of medical hospitalization charges to the extent of 100% of self and dependent family members, the Bank has an infinity health insurance policy in place and only premium is borne by the Bank.

Currently, he is member of Management Committee of the Board and Special Invitee to the other Board level Committees.

The Board confirms that Shri B Sankar fulfils the following conditions:

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

The Brief Profile of Shri B Sankar is set out in the Additional Information forming part of this Explanatory Statement.

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Your directors, therefore, recommend the Resolution at Item No. 3 of this Notice for the approval of shareholders of the Bank.

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

Item No. 4 – To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s. Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) as Joint Statutory Central Auditors of the Bank and fix their remuneration for third year

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s. Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) were appointed as Joint Statutory Central Auditors (JSCA) of the Bank for the FY 2024-25 at the 105th Annual General Meeting of the Bank held on 14th August 2024 & FY 2025-26 at the 106th Annual General Meeting of the Bank held on 21st August 2025 respectively.

Pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ('RBI Guidelines'), Banks may appoint the SCAs/SAs for a continuous period of three years.

The existing Joint Statutory Central Auditors have completed their two-year tenure for FY 2024-25 and FY 2025-26. Accordingly, the appointment of Joint Statutory Central Auditors for the ensuing term is being proposed for third year. Further firms have satisfied the eligibility norms, recommendations of Audit Committee, the Board of Directors of the Bank approved and recommended the re-appointment of M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s. Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) as Joint Statutory Central Auditors (JSCA) of the Bank for Financial Year 2026-27 from the conclusion of this Annual General Meeting to conclusion of 108th Annual General Meeting of the Bank subject to the approval of Reserve Bank of India.

The terms of appointment and conditions including an overall remuneration of ₹ 1,40,00,000/- (Rupees One Crore and Forty Lakhs only) to be allocated by the Bank between the two Joint Statutory Central Auditors depending upon their respective scope of work as may be mutually agreed between the Bank and Joint Statutory Central Auditors plus out of pocket expenses not exceeding 10% of the fees and applicable taxes.

The proposed increase of fee is due to enlargement in the scope of their work emanating from various circulars/notifications issued by Reserve Bank of India and Securities and Exchange Board of India, with increase in number of certificates to be issued, coupled with increase in volume of work and man-hours involved.

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) and M/s. Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) have confirmed their eligibility to be appointed as statutory central auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules. Further they also confirmed the eligibility to be appointed as Joint Statutory Central Auditors as per the Reserve Bank of India guidelines and hold a valid certificate issued by the Peer Review Board of ICAI.

Brief profile of Joint Statutory Central Auditors:

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants

M/s. Kalyaniwalla & Mistry LLP ("K&M"), Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166), is a multi-service, multi-location, professional service organization established in the year 1928, with offices or associates in all the major cities in India. K&M is equipped to meet the corporate, non-corporate, industrial, commercial, and financial businesses with its highly trained personnel with specialized service capabilities in diverse fields covering a wide spectrum of activities.

M/s. Varma & Varma, Chartered Accountants

M/s. Varma & Varma, Chartered Accountants (Firm Registration No. 004532S), was established in 1949. The firm has been providing professional services since last 7 decades. The firm is engaged in assurance, direct and indirect taxation services. The firm's clientele range from Banks, private, public and joint sector corporates, regulators, charities and NGOs. The firm also has varied experience in the Banking, Financial Services and Insurance (BFSI) sector, having provided audit / non-audit and consultancy services to private, public and foreign banks.

NOTICE (Contd.)

The Joint Statutory Central Auditors of the Bank for the Financial year 2025-26 have audited 21 branches/offices (including Treasury Branch) (Coverage of 22.90%), as a part of annual audit, to cover 15% of Total Gross advances of the bank as per RBI guidelines. Remuneration paid to them for Annual Audit and Quarterly Financial Review for the year 2025-26 is as under:

Particulars	Amount (in Lakh)
Fee for year-end audit including quarterly limited review and issue of statutory certificates	130.00
Reimbursement of out-of-pocket expenses incurred for review / audit of branches / offices during the year	12.99
Fees for non-audit services (if any)	-
Total	**142.99**

Your Directors, therefore, recommend the appointment of M/s.Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166) together with M/s. Varma & Varma, Chartered Accountants, Kochi (Firm Registration No. 004532S) as the Bank's Joint Statutory Central Auditors in terms of RBI guidelines.

None of the Directors, Key Managerial Personnel of the Bank and their relatives are concerned or interested in the passing of this resolution.

Item No. 5 - To appoint Branch Auditors of the Bank and fix their remuneration.

In terms of the provisions of the Companies Act, 2013 and the Rules, if any, made thereunder, and the applicable provisions of the Banking Regulation Act, 1949, and the rules, circulars and guidelines issued by the Reserve Bank of India, if any, the Branch Offices of the Bank have to be audited either by Joint Statutory Central Auditors or other qualified Auditors. Bank intends to entrust the Audit of Branch Offices either to the Joint Statutory Central Auditors or to other qualified Auditors in consultation with Joint Statutory Central Auditors on such remuneration and on such terms for the FY 2026-27 and such conditions as the Board deems fit based on the recommendations of the Audit Committee of the Board.

During the FY 2025-26, your Bank has paid Branch statutory auditor fees of ₹ 3.18 Crore (excluding GST) for 237 auditors. Fees paid to branch auditors are approved by the Board of Directors as referred in Auditor Appointment Policy of the Bank. Auditor Appointment Policy of the Bank is available in the Bank's website. For FY 2026-27, though there will not be any change in the existing fee structure paid to Branch auditors, the overall audit fees for Branch auditors may vary depending on the addition of new branches / offices.

Your Directors, therefore, recommend passing of this resolution, as set out in Resolution No. 5 of this Notice.

None of the Directors, Key Managerial Personnel of the Bank and their relatives are concerned or interested in passing of this resolution.

NOTICE (Contd.)

Additional Information pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment/ re-appointment:

Particulars	Item No. 3
Name	Shri B Sankar
DIN	08846754
Educational Qualification	B.Com. (Hons.) Master of Management Studies (Finance), Certified Associate of the Indian Institute of Bankers (C.A.I.I.B.)
Date of Birth (Age in years)	05th July 1964 (Age - 62 years)
Brief Profile	Shri B Sankar is a tenured banker with over three and a half decades of experience. Over the years, he has held various roles with progressive responsibilities at the State Bank of India (SBI), contributing to its success and navigating through numerous challenges.
Date of first appointment on the Board	He was co-opted as an Additional Director in the Category of Whole-time Director and designated as Executive Director of the Bank on 20th February 2025 for a period of three years from the date of taking charge and he has taken charge on 12th March 2025.
Nature of his experience in specific functional areas	Banking, Accountancy, Audit, Finance, Credit, Payment & Settlement System, MSME, Information Technology, Rural Economy, Credit Recovery, Marketing, Strategic Management, Business Management, Human Resources and Risk Management ("Majority Sector")
Relationship with other Directors, Manager and other Key Managerial Personnel of the Bank	He is not related to any of the Directors, Manager, Key Managerial Personnel of the Bank.
Shareholding	32,240 (as on the date of the notice) equity shares of ₹ 2/- each of the Bank.
No of Board Meetings attended during the year	4/4 (During FY 2026-27 till the date of this Notice)
Terms and conditions of appointment or re-appointment including remuneration	Appointed as the Executive Director of the Bank for a period of three years from the date of taking charge and he has taken charge on 12th March 2025. The remuneration of Mr. B Sankar, being an Executive Director, is subject to prior approval of RBI and approval of Members of the Bank, on the basis of recommendations of the NRC and the Board of Directors.
Last drawn remuneration (For the FY 2025-26)	Fixed Pay - ₹ 1,09,65,661.89/- for FY 2025-26.
Names of the entities (other than The Karur Vysya Bank Limited) in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Directorships: Nil Memberships of Committees: Not Applicable Listed entities directorships in past three years: Nil
Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949. The manner in which the proposed Director meets such requirements.	He represents Banking, Accountancy, Audit, Finance, Credit, Payment & Settlement System, MSME, Information Technology, Rural Economy, Credit Recovery, Marketing, Strategic Management, Business Management, Human Resources and Risk Management ("Majority Sector"). He was Deputy Managing Director of SBI's Stressed Asset Resolution Group (SARG) with over 35 years of banking experience. He brings extensive expertise in risk management, internal audit, board governance, and technology-driven operational transformation, having held various leadership roles within SBI.