

## POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**), General Circular No. 03/2025 dated 22.09.2025 read with General Circular No. 14/2020 dated 08.04.2020, No. 17/2020 dated 13.04.2020, No. 22/2020 dated 15.06.2020, No. 33/2020 dated 28.09.2020, No. 39/2020 dated 31.12.2020, No. 10/2021 dated 23.06.2021, No. 20/2021 dated 08.12.2021, No. 3/2022 dated 05.05.2022, No. 11/2022 dated 28.12.2022, No. 09/2023 dated 25.09.2023 and No. 09/2024 dated 19.09.2024 (**“MCA Circulars”**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, regulations, circulars and notifications thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof for the time being in force), the resolutions appended below are proposed for approval of the members of The Karur Vysya Bank Limited (**“the Bank”**), through postal ballot by way of voting through electronic means (**“remote e-Voting”**) only:

### SPECIAL BUSINESSES:

**Item No. 1: To approve the Re-appointment of Shri B Ramesh Babu (DIN: 06900325) as Managing Director & Chief Executive Officer (CEO) of the Bank for the third term of two (2) years**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, subject to the approval of Reserve Bank of India under Section 35B of the Banking Regulation Act, 1949, the consent of the Members of the Bank be and is hereby accorded for the re-appointment of Shri B Ramesh Babu (DIN: 06900325) as the Managing Director & CEO of the Bank, for the third term of two (2) years with effect from July 29, 2026 to July 28, 2028 (both days inclusive), not liable to retire by rotation, on the following terms, conditions and remuneration:

#### Details of Remuneration/Compensation of the Managing Director & CEO

Sr.No.	Particulars	Amount (per annum) (In ₹)
	<b>Part-A:</b>	
	<b>Fixed Pay (including perquisites):</b>	
	With effect from July 29, 2026 up to July 28, 2028	
1.	Salary	1,41,03,600
2.	Dearness allowance	Nil
3.	Retiral/Superannuation benefits:	
	a) Provident Fund 10% of the salary & Dearness allowance will be contributed by the bank with matching contribution by MD & CEO	14,10,360
	b) Gratuity*	10,00,000
	c) Pension	-
4.	Leave Fare Concession/ Allowance	2,00,000
5.	Other fixed allowances, if any	-
	Special allowance	1,78,70,040

**Details of Remuneration/Compensation of the Managing Director & CEO**

Sr.No.	Particulars	Amount (per annum) (In ₹)
6.	Perquisites:	
	i) Free Furnished House and its maintenance/House Rent Allowance	3,75,000
	ii) Conveyance Allowance/free use of Bank's Car for self and spouse	
	a. Official purposes, private purpose and chauffeur salary	60,000
	b. Private purpose	
	iii) Reimbursement of medical expenses - Medical aid allowance	1,50,000
	iv) Any other perquisites (please specify)	
	1) Telecom charges	50,000
	2) Subscription to newspaper and business Magazines	40,000
<b>Total Fixed pay (including perquisites)</b>		<b>3,52,59,000</b>

Eligible for annual increment of 10% on the previous year's Fixed Pay which falls due after completion of one year from the date of re-appointment.

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

01	<b>Traveling and halting allowance:</b> Two and fro fare by business/executive class for air travel for official purpose and halting allowances, Boarding and lodging charges as applicable to other directors of the Bank.
02	Reimbursement of medical hospitalization charges to the extent of 100% of self and dependent family members.
03	Entertainment allowance will be reimbursed on production of bills.
04	<b>Leave:</b> <b>Casual leave:</b> 12 days <b>Privilege leave:</b> 1 day for every 11 days of service. <b>Sick leave:</b> 30 days for each completed year of service. Encashment of accumulated casual and privilege leave at the end of two years tenure/or on his completion of service.

**Part-B:**

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

01	Variable Pay: For each FY / Performance period	175 % of Fixed Pay
02	Cash Component*	50% of Variable Pay
03	Non-Cash Component* (Share-linked instruments / ESOPs)	50% of Variable Pay

**\*Note:**

- i) Gratuity is considered to the extent payable as per the Payment of Gratuity Act, 1972 and amendments, for the approved tenure.
- ii) The variable pay for 3<sup>rd</sup> term of re-appointment is proposed at 175% of the fixed pay. The Variable Pay shall be subject to performance review by the Nomination and Remuneration Committee based on the criteria fixed from time to time.
- iii) 50% of the cash component of the Variable Pay will be payable upfront and the balance in equal instalments over 3 years.
- iv) The deferred compensation would be subject to malus and clawback arrangements as per Bank's Compensation Policy.
- iv) In terms of Reserve Bank of India (Governance) Directions, 2025 regarding guidelines on compensation structure for the MD&CEO read with SEBI (SBEB & SE) Regulations, 2021, in the last year of service the grant of share-linked instruments would not be feasible. Considering the same the variable pay shall be paid in the form of cash component for the last year of service which shall be restricted to 150% of fixed pay as per regulator guidelines.

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

**Item No. 2: To approve the Re-appointment of CA Dr Chinnasamy Ganesan (DIN: 07615862) as Non-Executive Independent Director of the Bank, for second term of five (5) years**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17(1C)(a) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and guidelines, circulars issued by the Reserve Bank of India 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), provisions of the Articles of Association of the Bank, the consent of the members of the Bank be and is hereby accorded for the re-appointment of CA Dr Chinnasamy Ganesan (DIN: 07615862), as ‘Non-Executive Independent Director’ of the Bank, for second term of five (5) years, with effect from April 25, 2026 to April 24, 2031 not liable to retire by rotation.

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

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

**Srinivasa Rao M**

Company Secretary  
(Membership No. ACS 19189)

**Date : 04.03.2026**

**Place : Karur**

**Notes:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act and disclosure as required pursuant to Regulation 36(3) of the SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment forms part of this Notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by e-mail to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, March 13, 2026** (“cut-off date”) received from the Depositories/RTA and whose e-mail addresses are registered with the Bank’s RTA/Depositories. Hence, Physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members.
3. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, MCA Circulars and Regulation 44 of the SEBI LODR read with SEBI circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Bank is providing remote e-Voting facility to the members to exercise their right to vote on the proposed resolutions. The Bank has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-Voting facility to all its members.
4. This Postal Ballot Notice shall be available on the Bank’s website at [www.kvb.bank.in](http://www.kvb.bank.in) and on the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), the stock exchange where the Equity Shares of the Bank are listed and on website of e-voting service provider i.e., the e-voting website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date i.e., **Friday, March 13, 2026** will be considered for the purpose of remote e-Voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members.
6. Voting rights of the Members/Beneficial owners shall be reckoned based on the paid-up value of equity shares held by them as on the cut-off date.
7. The remote e-Voting facility will be available during the following period:

<b>Commencement of e-Voting:</b>	<b>Thursday, March 19, 2026</b> <b>(10.00 a.m. IST)</b>
<b>Conclusion of e-Voting:</b>	<b>Friday, April 17, 2026</b> <b>(5.00 p.m. IST)</b>

During this period, members of the Bank holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Friday, March 13, 2026** may cast their vote electronically. The remote e-Voting facility will be blocked by NSDL immediately after **05.00 p.m. IST on Friday, April 17, 2026**. Thereafter the members will not be allowed to cast their votes. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

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

the last day of e-Voting and the same shall also be simultaneously communicated to the Stock Exchange i.e., NSE, where the Bank's Equity Shares are listed.

11. The resolution, if approved, shall be deemed to have been passed on **Friday, April 17, 2026** i.e., the last date specified for receipt of votes through the remote e-Voting process. Resolution passed by the shareholders through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
12. Documents referred in the Notice shall be made available for electronic inspection without any fee to the members from the date of circulation of this Notice up to the date of closure of remote e-Voting i.e., **Friday, April 17, 2026 (5.00 p.m. IST)**. Members who wish to inspect such documents are requested to send an email to [kvb\\_sig@kvbmail.com](mailto:kvb_sig@kvbmail.com) mentioning their name, Folio no./ DP ID and Client ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
13. The Members of the Bank whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on **Friday, March 13, 2026** (including those Members who may not have received this Postal Ballot Notice due to non-registration of the email address with the Bank's RTA/Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.

**14. Procedure to update KYC details i.e., PAN, Contact Details, Mobile Number, Bank Account Details and Specimen Signature in Folio No./DP & Client ID:**

SEBI vide its master circular no. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 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).

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

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

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

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

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

#### **15. Special Window for Transfer and Dematerialization of Physical Securities of the Karur Vysya Bank**

Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, another special window is open from February 05, 2026 to February 04, 2027 for re-lodgement of transfer requests of physical shares. This facility is available for transfer and dematerialization (“demat”) of physical securities which were sold/purchased prior to April 01, 2019 and transfer deeds lodged prior to April 01, 2019, which were rejected, returned, due to deficiencies in documents. The shares transferred during this special window period shall be mandatorily credited to the transferee only in demat mode and shall be under lock in period for a duration of one year from the date of registration of transfer. Such shares shall not be transferred /lien-marked/pledged during the said lock in period. 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. 14.

#### **16. Discontinuation of issuance of physical dividend warrants:**

Pursuant to the Amendment to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Regulation 12 read with Schedule-I have been amended by omitting the provisions relating to issuance of ‘Dividend Warrants’ with effect from November 18, 2025.

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 dividend intimations and other electronic communications.

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

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





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

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

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

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> You have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., 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.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL at: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You 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.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.  <small>NSDL Mobile App is available on</small>   App Store  Google Play   </li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

- Visit the e-Voting website of NSDL at: <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, your Password/OTP and a Verification Code as shown on the screen.

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

- Your User ID details:

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*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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**

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using 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**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

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

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

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

**EXPLANATORY STATEMENT**

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

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

**Item No. 1 : Re-appointment of Shri B Ramesh Babu (DIN:06900325) as Managing Director & CEO of the Bank for the third term of two (2) years**

**1<sup>st</sup> term of appointment:**

RBI vide its e-mail dated July 20, 2020 has accorded their approval for the appointment of Shri B Ramesh Babu, as Managing Director & CEO of the Bank on the terms and conditions recommended by the Bank for a period of three years (1<sup>st</sup> term) from the date of his taking charge. Accordingly, He had taken charge as Managing Director & CEO on July 29, 2020. The shareholders of the Bank approved the appointment and terms & conditions of remuneration including variable pay for the 1<sup>st</sup> term of three years. The first term of three years has ceased on July 28, 2023.

**2<sup>nd</sup> term of appointment:**

Bank was in growth trajectory with increased market valuations under the leadership of Shri B Ramesh Babu and improved in all its parameters during his 1<sup>st</sup> term of appointment. On the recommendations of NRC, Board of the Bank in their meeting held on January 23, 2023 approved the re-appointment of Shri B Ramesh Babu, Managing Director & CEO of the bank for second term of three years w.e.f. July 29, 2023 along with the compensation structure as per the compensation policy of the Bank & RBI guidelines. Reserve Bank of India vide its letter dated July 14, 2023 has approved the re-appointment & compensation structure for the 2<sup>nd</sup> term in pursuance of Section 35 B of the Banking Regulations Act, 1949. Further Shareholders of the Bank have approved the said re-appointment through postal ballot vide their resolution dated June 30, 2023.

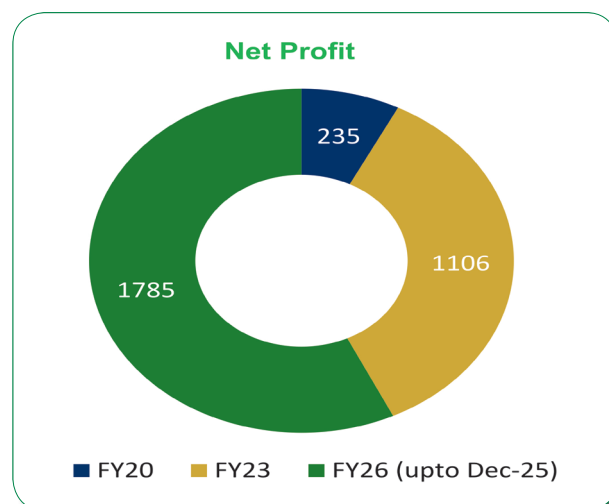
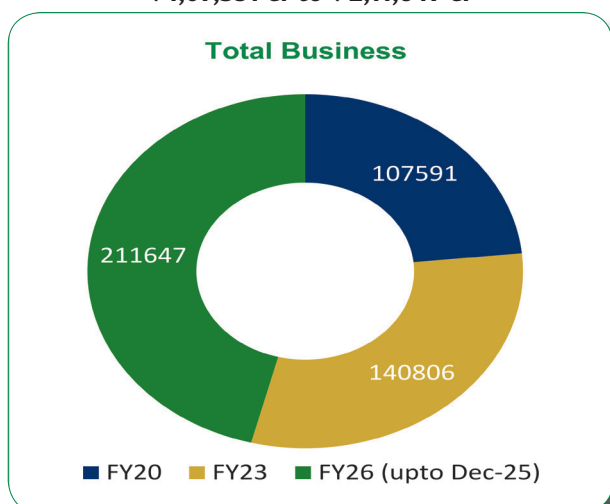
The second three years term of Shri B Ramesh Babu as Managing Director & CEO of the bank is going to cease at the close of office hours on July 28, 2026.

**Performance of the Bank under the leadership of Shri B Ramesh Babu from FY 2020 to period ended December 2025:**

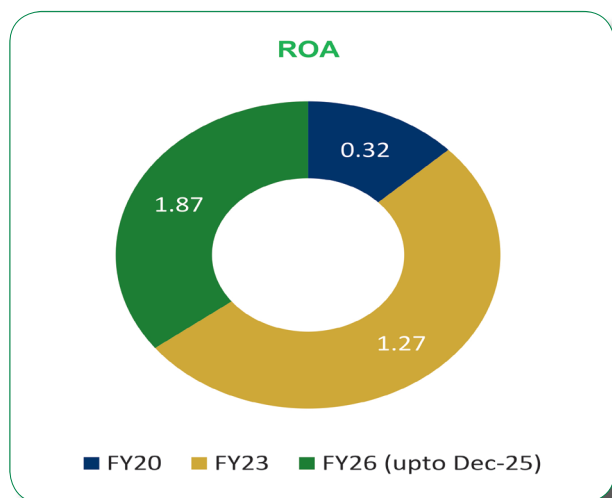
Bank has been consistently performing and is maintaining its growth trajectory under the leadership of Shri B Ramesh Babu. During his tenure from June 2020 to period ended December 2025, the bank has demonstrated stability across all three key metrics—growth, profitability, and asset quality. Bank has achieved the milestone of ₹ 2 trillion business and was awarded for the third consecutive year as the ‘Best Small Indian Bank’ by Business Today Magazine for FY 25. Key Financial highlights from FY 2020 till FY 2026 (up to Dec-25) are:

**Total Business has been increased from ₹ 1,07,591 Cr to ₹ 2,11,647 Cr**

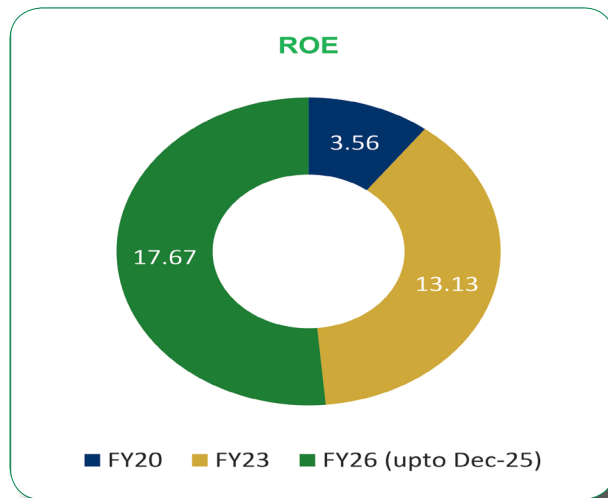
**Growth in Net Profit from ₹ 235 Cr to ₹ 1,785 Cr**



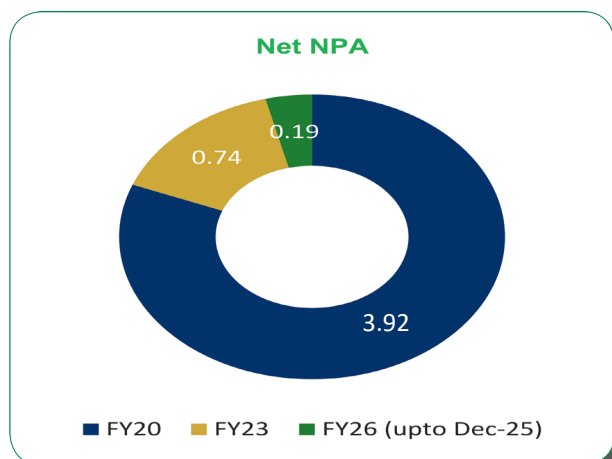
**Return on Assets (ROA) has improved from 0.32% to 1.87%**



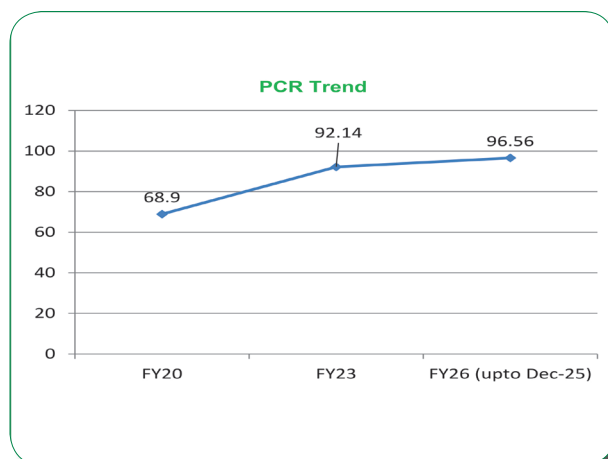
**Return on Equity (ROE) has been moved from 3.56% to 17.67%**



**Net NPA declined from 3.92% to 0.19%**



**PCR has been increased from 68.90% to 96.56%**



Introduction of digital underwriting, granularization of loan book in favour of retail, agri and commercial banking segments, Overhauling of Senior Management Team by improving necessary skillsets and bringing external candidates, have enabled the Bank to grow its loan book at 14% CAGR over the period. Bank has also progressed in both financial and non-financial aspects under leadership of Shri B Ramesh Babu. Considerable efforts have been placed by the management in instilling Compliance, Risk & Governance culture in the Bank, enhancing disclosures ensuring investors' confidence, operational efficiency, Internal Controls and IT governance.

**3<sup>rd</sup> term of appointment:**

Considering Shri B Ramesh Babu's skills, rich experience, integrity, knowledge, continued valuable contribution and his performance during the tenure, the Board felt that his continued association as Managing Director & CEO would be beneficial to the Bank's growth. Further, NRC in its meeting held on January 21, 2026 carried out the due diligence on 'fit & proper' criteria in terms of Reserve Bank of India guidelines and recommended the re-appointment & Compensation structure in term of Compensation policy of the Bank. As per the recommendation of NRC, Board in its meeting held on January 23, 2026 has considered and approved the proposal for re-appointment of Shri B Ramesh Babu as the Managing Director & CEO of the Bank, for a further period of two (2) years, with effect from July 29, 2026, subject to the approval of the Reserve Bank of India and the Shareholders of the Bank, in terms of the relevant provisions of the Companies Act, 2013, the Rules made thereunder, the SEBI LODR, the Banking Regulation Act, 1949 and the Guidelines issued by the RBI in this regard.

NRC while recommending the remuneration for the 3<sup>rd</sup> term has made an analysis on the performance of KVB vs Industry Peer Banks, observed that bank has consistent Growth, Profitability, Asset Quality, and Capital Efficiency- demonstrating a well-rounded performance. Considering the market scenarios, benchmarking in all business parameters with peers, NRC felt that MD & CEO shall be remunerated sufficiently for sustained performance and to place Bank in next transformational phase in his 3<sup>rd</sup> term of office. Accordingly, NRC recommended increase in Fixed pay from current levels and maintained variable pay at current level as also 10% annual increment in fixed pay, subject to RBI's approval.

The Compensation structure of Managing Director & CEO as mentioned in the resolution of Item No:1, is in line with Compensation policy of the Bank and RBI guidelines, comprising of Fixed & Variable pay. Fixed remuneration proposed is inclusive of perquisites. With respect to the reimbursement of medical hospitalization charges to the extent of 100% of self and dependent family members, the Bank has an infinity health insurance policy in place and only premium is borne by the Bank.

In terms of RBI Guidelines, the Variable Pay component would be part of the overall compensation and shall be at least 100% with a maximum ceiling limit of 300% of Fixed pay. Variable pay shall be in the form of cash/non-cash mode (Share linked instruments). The variable pay shall be determined by the NRC and the Board of Directors after evaluating performance achievement vis-à-vis defined Key Performance Indicators consisting of qualitative and quantitative parameters, which comprise various aspects including financial performance, asset quality, risk management, compliance, stakeholder relationships, etc. and the variable pay shall be subject to the approval of RBI. The Bank has put in place the provisions with respect to Malus and/or Clawback on part or all of the variable pay including unvested/ vested/paid deferred variable pay. The terms and conditions of appointment are furnished in the resolution part of this Notice. The said increase in remuneration is justified considering the overall improvement in the business metrics.

The Bank has made an application with RBI for seeking the approval for the re-appointment of Shri B Ramesh Babu as Managing Director & CEO of the Bank for the third term of two (2) years with effect from July 29, 2026, till July 28, 2028, and the approval is awaited.

The Board confirms that Shri B Ramesh Babu fulfils the following conditions:

- 'Fit and Proper' to be re-appointed as a Managing Director & CEO 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 Securities Exchange Board of India's order or any other such authority;
- Not disqualified from holding the office of Director of the Bank in terms of Section 164 of the Companies Act.

In the opinion of the Board, Shri B Ramesh Babu is a person of integrity and has relevant skills, experience and expertise, representing Majority Sector in the areas of Accountancy, Banking, Human Resources, Payments & settlements systems, Strategic Planning and Treasury Operations, as required under Section 10A2(a) of the Banking Regulation Act, 1949 and guidelines issued from time to time by the Reserve Bank of India.

The Brief Profile of Shri B Ramesh Babu, Managing Director & CEO is set out in the Additional Information forming part of this Explanatory Statement.

Currently, he is Chairman of Management Committee of the Board, Corporate Social Responsibility & ESG Committee and Review committee for Wilful Defaulters and Large Defaulters and Member of Risk Management and Asset Liability Management Committee, NPA Management Committee, Customer Service and Stakeholders Relationship Committee, Special Committee of the Board for Monitoring and Follow up of Fraud Cases, IT Strategy & Digital Transaction Monitoring Committee and Human Resources Committee. As Member of the Board and various Committees, he has immensely contributed to the refinement of systems and process of the Bank.

Your Directors, therefore, recommends the re-appointment of Shri B Ramesh Babu as Managing Director & CEO of the Bank for the third term of two (2) years with effect from July 29, 2026 till July 28, 2028 as set out in Item No. 1 of this Notice.

Except Shri B Ramesh Babu 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. 2: Re-appointment of CA Dr Chinnasamy Ganesan (DIN: 07615862) as Non-Executive Independent Director of the Bank, for second term of five (5) years**

CA Dr Chinnasamy Ganesan (DIN: 07615862) was co-opted as an Additional Director of the Bank under Independent Category in the Board Meeting held on April 25, 2023, pursuant to provisions of Section 161 of the Companies Act, 2013 and Article 27 of the Articles of Association of the Bank. The Shareholders of the Bank vide Postal Ballot Resolution dated June 30, 2023, have approved his appointment as Non-Executive Independent Director for a period of three years with effect from April 25, 2023 to April 24, 2026, as his first term. The first three years term of CA Dr Chinnasamy Ganesan (DIN: 07615862) would be completed at the close of office hours on April 24, 2026.

CA Dr Chinnasamy Ganesan is a distinguished Chartered Accountant with over three decades of extensive professional experience in audit, assurance, financial reporting, taxation, and corporate advisory services across diverse industries. His deep expertise in Ind AS, IFRS and US GAAP coupled with his extensive work on major financial institutions and public sector enterprises, reflects exceptional professional excellence. He is one among the multifaceted talent in the Board of the Bank. He is consistently active in Board deliberations, challenging the status quo with a refreshing influx of innovative thoughts and forward-thinking ideas. His ability to balance operational convenience and rigour in technical discipline is rare. In the capacity of Chairman of Audit Committee of the Bank, he played a pivotal role in strengthening the Bank's governance framework, contributing strategic oversight, financial expertise, and regulatory insight.

Currently, he is also member of Customer Service and Stakeholders Relationship Committee, Special Committee of the Board for Monitoring and Follow up of Fraud Cases, IT Strategy & Digital Transaction Monitoring Committee and Review Committee for Wilful Defaulters and Large Defaulters.

Based on the skills, rich experience, integrity, knowledge, continued valuable contribution, performance during his first term and outcome of performance evaluation of the Independent Directors and other 'fit and proper' criteria, information provided in the Declaration and Undertaking and based on the recommendation made by NRC in its meeting held on February 27, 2026, the Board of Directors of the Bank in its meeting held on March 04, 2026 have approved the re-appointment of CA Dr Chinnasamy Ganesan, as a Non- Executive Independent Director of the Bank for second term of five (5) years, w.e.f. April 25, 2026 to April 24, 2031, subject to the approval of shareholders of the Bank by way of a special resolution.

In terms of section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, CA Dr Chinnasamy Ganesan has furnished consent for his re-appointment and confirmed the compliance on criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. CA Dr Chinnasamy Ganesan is not disqualified from being appointed as Director in terms of Section 164 of the Act, and he is not debarred from holding the office of Director by virtue of any Securities Exchange Board of India's order or any other such authority. In the opinion of the Board, he fulfils the conditions specified in the Companies Act 2013 and SEBI LODR and is independent of the management of the Bank.

Pursuant to Regulation 17 (1C) of the SEBI LODR, the bank shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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

In terms of amended Regulation 25(2A) of the SEBI LODR, where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the re-appointment of such an Independent Director shall be deemed to have been made.

The Brief Profile of CA Dr Chinnasamy Ganesan is set out in the Additional Information forming part of this Explanatory Statement.

Your Directors, therefore, recommends the re-appointment of CA Dr Chinnasamy Ganesan as a Non-Executive Independent Director of the Bank for second term of five (5) years as set out in Item No. 2 of this Notice.

Except CA Dr Chinnasamy Ganesan and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in this resolution.

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

<b>Name</b>	<b>Shri B Ramesh Babu</b>
<b>DIN</b>	06900325
<b>Educational Qualification</b>	M. Com., (with specialisation in Banking); C.A.I.I.B., Diploma in International Factoring by Factors Chain International, Netherlands.
<b>Date of Birth (Age in years)</b>	16-Apr-1960 (Age - 65 years)
<b>Brief Profile</b>	<p>Shri B Ramesh Babu is a Strategic planner with comprehensive managerial acumen, offering varied experience in Banking and excelled in every assignment, creating high performance organisation through various successful HR initiatives and Relationship Management. He has deeper Analytical skills, Managing Crisis effectively, Strong abilities for goal setting, executing result oriented strategic initiatives even under high stress scenarios and tight timelines. He is a Postgraduate in Commerce from Andhra University, Waltair and a Certified Associate of the Indian Institute of Bankers. He has expertise in “International Factoring” with hands on experience in handling Payment and Settlement Systems and passed with Distinction “Diploma in International Factoring” conducted by Factors Chain International, Netherlands.</p> <p>He was Ex-Deputy Managing Director &amp; Chief Operating Officer in State Bank of India and has experience of developing and overseeing the Retail Business and Banking Operations for more than 21,000 retail branches and 1,20,000 other touch points of the Bank (ATMs/ Customer Service Points) successfully. He has extensive experience in redressing painpoints in Customer Service-related areas and furthering Financial Inclusion by actively leveraging the services of Business Correspondents in SBI.</p> <p>He was actively involved in Direction setting and Policy formulation by participating in various apex committees of State Bank of India. He has successfully headed the whole business and operations of 1,300 Branches of Chennai Circle of SBI (Branches in Tamil Nadu and Pondicherry) for three years with excellent understanding of business dynamics and man management. He has also vast experience as a Director on the Boards of five Associate Banks of SBI and Invitee on to the Boards of Non-Banking Subsidiaries. He is Member of Managing Committee and Alternate Chairman of Corporate Credit Committee in Indian Banking Association (IBA) and Director in Indian Institute of Banking and Finance (IIBF).</p>
<b>Date of appointment on the Board</b>	July 29, 2020
<b>Nature of experience in specific functional areas</b>	An astute Banker with four decades of all-round experience
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	He is not related to any of the Directors, Manager and Key Managerial Personnel of the Bank.
<b>Shareholding</b>	1,59,437 Equity Shares of face value of ₹ 2/- each

<p><b>No. of Board Meetings attended during the year (FY 2025-26 till date) (Conducted/ Attended)</b></p>	<p>12/12</p>
<p><b>Details of Membership in Board Committee of the Bank</b></p>	<p>He is Chairman of Management Committee of the Board, Corporate Social Responsibility &amp; ESG Committee and Review Committee for Wilful Defaulters and Large Defaulters.</p> <p>He is member of Risk Management &amp; Asset Liability Management Committee, NPA Management Committee, Customer Service and Stakeholders Relationship Committee, Special Committee of the Board for Monitoring and Follow up of Fraud Cases, IT Strategy &amp; Digital Transaction Monitoring Committee and Human Resources Committee.</p>
<p><b>Terms and conditions of appointment or reappointment including remuneration</b></p>	<p>Re-appointment as the Managing Director &amp; CEO of the Bank, for a third term of two (2) years with effect from July 29, 2026 to July 28, 2028. Remuneration &amp; other terms - as provided in the Resolution.</p>
<p><b>Last drawn remuneration</b></p>	<p>Fixed Pay - ₹ 217.14 Lakh during FY 2024-25</p> <p>Variable Pay - ₹ 202.28 Lakh during FY 2024-25 (includes cash component of FY 2023-24, deferral of cash component of FY 2020-21, FY 2021-22, FY 2022-23, perquisites on exercise of ESOP as a part of Non-cash component of variable pay pertaining to FY 2020-21, FY 2021-22 and FY 2022-23).</p>
<p><b>Names of the entities (other than The Karur Vysya Bank Limited) in which the person holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years</b></p>	<p>Other Directorships: Governing Council Member in the Indian Institute of Banking and Finance</p> <p>Memberships of Committees: Not Applicable</p> <p>Listed entities from which the person has resigned in the past three years: Nil</p>
<p><b>Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.</b></p> <p><b>The manner in which the proposed Director meets such requirements.</b></p>	<p>Majority Sector – Accountancy, Banking, Human Resources, Payments &amp; settlements systems, Strategic Planning and Treasury Operations.</p> <p>A Strategic planner with comprehensive managerial acumen, offering varied experience in Banking and excelled in every assignment creating high performance organization through various successful HR initiatives and Relationship Management. He has deeper Analytical skills, Managing Crisis effectively, Strong abilities for goal setting, executing result oriented strategic initiatives even under high stress scenarios and tight timelines. He has expertise in “International Factoring” with hands on experience in handling Payment and settlement systems.</p> <p>As per the detailed explanation cited in the explanatory statement for Item No: 1.</p>

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

<b>Name</b>	<b>CA Dr Chinnasamy Ganesan</b>
<b>DIN</b>	07615862
<b>Educational Qualification</b>	B.Com., FCA., DISA (ICAI)
<b>Date of Birth (Age in years)</b>	25-May-1963 (Age - 62 years)
<b>Brief Profile</b>	<p>CA Dr Chinnasamy Ganesan is a Chartered Accountant with over three decades of extensive professional experience in the area of audit, assurance, financial reporting, taxation, and corporate advisory services. He has built a reputation for technical excellence and ethical leadership across diverse industry sectors including banking and financial services. He handled Indian and multi-national clients in automotive, auto ancillary, IT/ ITES, BPOs, KPOs, telecom, industrial markets, consumer markets, pharma/ healthcare, transport/ logistics, shipping management, BSRE, oil and gas, plantation, banking, financial services and insurance sector. He handled many Indian and multi-national companies with respect to audits, advisory on international financial reporting, taxation, due diligence and other assurance services.</p> <p>He has more than 29 years of extensive knowledge and experience in carrying out bank/NBFC audits and training bank officials in financial reporting. He specializes in Financial Reporting (including Ind AS, IFRS and US GAAP), Company law matters, audit and taxation and was conferred Honorary Doctorate (“honoris causa”) in International Financial Reporting Standards for his extensive contribution to Ind AS and IFRS by a renowned foreign university. He had assisted 80+ companies on transition to Ind AS (IFRS in India) which includes listed companies and large Unlisted companies of big corporate group. He has authored “A Quick Referencer on IFRS with model Q&amp;A”, “The Revised Schedule VI Ready Reckoner”, “The Ind AS Quick Referencer” and “Ready Reckoner for financial statements under Schedule III to the Companies Act 2013”.</p> <p>He is the Founder of “Expert Eye” to guide Companies and audit firms to provide desktop review of financial statements and audit work papers and guides on how to respond to Audit Quality Review Reports issued by SEBI, National Financial Reporting Authority (NFRA), Financial Reports Review Board of ICAI (FRRB), Disciplinary Committee of ICAI and Ministry of Corporate Affairs.</p> <p>He is an active resource person for Accounting Standards Board, Ind AS (IFRS) Implementation Committee, Auditing and Assurance Standards Board, all regional councils of Institute of Chartered Accountants of India (ICAI), Regional Training Institute of Comptroller and Auditor General of India, Staff training college of Reserve Bank of India. He was an Independent Director in Board of Directors of RailTel Corporation of India Limited, a Mini-Ratna Public sector undertaking under the Ministry of Railways.</p>
<b>Date of appointment on the Board</b>	April 25, 2023
<b>Nature of experience in specific functional areas</b>	Chartered Accountant having more than 38 years of experience in the area of audit.

<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	He is not related to any of the Directors, Manager and Key Managerial Personnel of the Bank.
<b>Shareholding</b>	3,000 Equity Shares of face value of ₹ 2/- each
<b>No. of Board Meetings attended during the year (FY 2025-26 till date) (Conducted/ Attended)</b>	12/12
<b>Details of Membership in Board Committee of the Bank</b>	<p>He is Chairman of Audit Committee of the Board.</p> <p>He is Member of Customer Service and Stakeholders Relationship Committee, Special Committee of the Board for Monitoring and Follow up of Fraud Cases, IT Strategy &amp; Digital Transaction Monitoring Committee and Review Committee for Wilful Defaulters and Large Defaulters.</p>
<b>Terms and conditions of appointment or reappointment including remuneration</b>	<p>Re-appointment as Non - Executive Independent Director for a period of five years with effect from April 25, 2026 till April 24, 2031 and not liable to retire by rotation.</p> <p>He will be entitled to sitting fees for participation in the Board and other meetings, as well as compensation in the form of fixed remuneration as approved by the shareholders permissible under relevant guidelines issued by the Reserve Bank of India and other applicable laws, from time to time</p> <p>Other terms &amp; conditions of appointment are similar as applicable to other Independent Directors of the Bank, a copy of the same is available in Banks' website.</p>
<b>Last drawn remuneration</b>	<p>42.25 Lakh</p> <p>(Sitting Fee, Fixed remuneration pertaining to the financial year 2024-25 as per RBI guidelines)</p>
<b>Names of the entities (other than The Karur Vysya Bank Limited) in which the person holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years</b>	<p>Directorships: Belstar Microfinance Limited</p> <p>Memberships of Committees:</p> <p>Chairperson - Audit Committee</p> <p>Member - Stakeholders Relationship Committee, Risk Management Committee &amp; CSR Committee.</p> <p>Listed entities from which the person has resigned in the past three years: Nil</p>
<b>Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.</b> <b>The manner in which the proposed Director meets such requirements.</b>	<p>Majority Sector – Accountancy, Finance, Information Technology, Cyber Security, Audit and Taxation</p> <p>CA Dr Chinnasamy Ganesan is a Chartered Accountant having more than 38 years of experience in the area of audit and has more than 29 years of extensive knowledge and experience in carrying out bank audit and in training bank officials in financial reporting. He specialises in Financial Reporting (including Ind AS, IFRS and US GAAP), Company law matters, audit and taxation.</p> <p>As per the detailed explanation cited in the explanatory statement for Item No: 2.</p>

