
NOTICE OF POSTAL BALLOT

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

To
The Members of the Bank,

NOTICE is hereby given pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), as amended, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Act") as amended from time to time, Regulation 44 of Securities and Exchange Board of India (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 in accordance with the guidelines prescribed by Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (hereinafter collectively referred to as "MCA Circulars"), to transact the special businesses by the process of Postal Ballot through electronic means (e-voting) only, as set out below.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than 5.00 p.m. (IST) on Thursday, June 02, 2022. The e-voting facility will be disabled by CDSL immediately thereafter.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolutions mentioned in this Notice of Postal Ballot is annexed hereto.

SPECIAL BUSINESS:**1. Appointment of Mr. Jeevandas Narayan (DIN: 07656546) as an Independent Director of the Bank.**

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

"RESOLVED THAT in accordance with Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the Circulars and Guidelines issued by the Reserve Bank of India and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Articles of Association of the Bank, **Mr. Jeevandas Narayan (DIN: 07656546)** who, pursuant to Article 38(d) of the Articles of Association of the Bank and Section 161(1) of the Companies Act, 2013, and on recommendation of the Nomination and Remuneration Committee of the Bank, was appointed as an Additional Director by the Board of Directors on April 26, 2022, and has submitted a written notice pursuant to Section 160 of the Companies Act, 2013 of his candidature for the office of Independent Director of the Bank, and has submitted a declaration that he meets the criteria of independence in terms of Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Bank who shall hold office for a period of five years from the date of his original appointment and that he shall not be liable to retire by rotation.”

2. Appointment of Mr. Kalmanje Gururaj Acharya (DIN: 02952524) as an Independent Director of the Bank.

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

“RESOLVED THAT in accordance with Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the Circulars and Guidelines issued by the Reserve Bank of India and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Bank, **Mr. Kalmanje Gururaj Acharya (DIN : 02952524)** who, pursuant to Article 38(d) of the Articles of Association of the Bank and Section 161(1) of the Companies Act, 2013, and on recommendation of the Nomination and Remuneration Committee of the Bank, was appointed as an Additional Director by the Board of Directors on April 26, 2022 and has submitted a written notice pursuant to Section 160 of the Companies Act, 2013 of his candidature for the office of Independent Director of the Bank, and has submitted a declaration that he meets the criteria of independence in terms of Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Bank who shall hold office for a period of five years from the date of his original appointment and that he shall not be liable to retire by rotation.”

3. Appointment of Mr. Balebail Rajagopal Ashok (DIN: 00415934) (B R Ashok) as an Independent Director of the Bank.

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

“RESOLVED THAT in accordance with Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013, Section 10A and other applicable provisions of the Banking Regulation Act, 1949 and the Circulars and Guidelines issued by the Reserve Bank of India and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Bank, **Mr. Balebail Rajagopal Ashok (DIN: 00415934)** who was originally appointed as an Additional Director (Non-Executive, Non-Independent) by the Board at its meeting held on August 27, 2019 and who was appointed by the members at the 96th Annual General Meeting held on July 17, 2020 as a Director (Non-Executive, Non-Independent) and further reappointed at the 97th Annual General Meeting held on September 2, 2021 in the same capacity, and has submitted a written notice pursuant to Section 160 of the Companies Act, 2013 of his candidature for the office of **Independent Director** of the Bank, and has submitted a declaration that he meets the criteria of independence in terms of Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and consent to act as an Independent Director, be and is hereby appointed as an **Independent Director** of the Bank who shall hold office for a period of five years from the date of passing of this resolution and that he shall not be liable to retire by rotation.”

4. Amendments to the Articles of Association of the Bank

To consider and if thought fit, to pass the following resolution, as a **SPECIAL RESOLUTION**.

"Resolved to amend the Articles of the Articles of Association of the Bank to the following effect:

1. To amend the Article 51(r) to read as under:

"To open and establish branches including Digital Banking Units (DBUs) or representative offices in any place either in India or outside India subject to Section 23 of the Banking Regulation Act, 1949"

2. To insert new Article 58(c) after Article 58(b) [Insertion of new Article]:

"In addition to the Managing Director or Chief Executive Officer, the Board may appoint one or more of its Directors as Whole Time Director/s (either named as Executive Director/s or by whatever name called) who shall be entrusted with such powers as the Board may deem fit from time to time and who shall exercise such powers subject to superintendence, control and direction of the Board of Directors and whose terms of appointment and remuneration structure shall be as defined by the Reserve Bank of India."

3. To amend the Article 59 to read as under:

"The Chairman or the Managing Director or Chief Executive Officer or the Whole Time Director/s (either named as Executive Director/s or by whatever name called) as the case may be shall have the knowledge and experience as required under Section 10B(4) of the Banking Regulation Act, 1949".

4. To insert new Article 60(d) after Article 60(c) [Insertion of new Article]:

"The appointment of Whole Time Directors (either named as Executive Director/s or by whatever name called) under Article 58(c) above shall be in whole-time employment of the Bank and shall not be subject to retirement by rotation. He/She may be appointed by the Board for such period not exceeding five years at a time as the Board may deem fit and he/she shall be eligible for reappointment subject to applicable laws from time to time".

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

5. Approval for payment of remuneration to Mr. Pradeep Kumar Panja (DIN: 03614568), Part Time Chairman of the Bank.

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

"RESOLVED THAT pursuant to the approval received from the Reserve Bank of India (RBI) under Section 10B(1A) of the Banking Regulation Act, 1949, approval of the members of the Bank be and is hereby accorded for the payment of remuneration etc., as stated below to Mr. Pradeep Kumar Panja (DIN: 03614568), Part Time Chairman of the Board of Directors of the Bank (hereinafter referred to as Chairman) for a period of 3 years from the date of taking charge i.e., 14.11.2021.

Sr.No.	Particulars	Description
1.	Remuneration	Consolidated salary of Rs.15 lakh per annum (Rupees Fifteen lakh per annum) (i.e., Rs.1.25 Lakh per month).
2.	Entertainment	Reimbursement of entertainment expenses including Club

	allowance	Membership Fees up to Rs.1,00,000 p.a.
3.	Free use of Bank's car	Free use of Bank's car for official purpose.
4.	Travelling and Halting allowance	Governed by the rules as applicable to the Whole Time Directors of the Bank with regard to reimbursement of the travel, halting allowance and other expenses incurred for attending the meetings of the Board/Committees of the Board and other official visits.
5.	Telephone	Reimbursement of telephone expenses.
6.	Sitting fees	Payment of sitting fees of such amount as applicable to other Non-executive Directors of the Bank for attending the meetings of the Board & Committees of the Board.

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

By order of the Board of Directors

Registered Office:
Mahaveera Circle
Kankanady, Mangaluru-575002
Karnataka
Date: April 26, 2022

Prasanna Patil
Company Secretary

Notes:

1. Reason for seeking approval of members through Postal Ballot: Some of the resolutions mentioned above for which the approval of the members is sought through Postal Ballot (e-Voting) are time-bound in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. For e.g. appointment of Independent Directors in listed entities in terms of Regulation 17(1C) and Regulation 25(2A) (as amended w.e.f. 01.01.2022) of the aforesaid SEBI Regulations are required to be approved by the members at the next Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier. Besides, amendments to Articles will help accelerate the Bank to initiate action earlier.
2. The Explanatory Statements provided with the Notice of Postal Ballot pursuant to Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out material facts and the reasons for the proposed Ordinary/Special Resolutions, in respect of the Special Businesses under Resolution No. 1 to 5 as set out above, forms part of the Notice.
3. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, Bank has an option for the above-mentioned resolutions, to seek the approval of the Members through e-voting, instead of getting these passed at a General Meeting. Accordingly, your approval is sought for the resolutions contained in this Notice through e-voting.
4. The Board has appointed Mr. Pramod S M, Partner of M/s. BMP Co. LLP, Practicing Company Secretaries, Bengaluru, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Member/Beneficial Owner (in case of electronic shareholding) as at close of business hours on the cut-off date i.e., **Friday, April 22, 2022 ("Cut-off Date")**. Members whose names appear on the Register of Members/ list of Beneficial Owners as on cut-off date will be considered for the purpose of e-voting. A person who is not a Member on the cut-off date should treat this notice for information purpose only.
6. In view of the ongoing COVID-19 pandemic and the extant provisions of the Act, read with Rules made thereunder and General Circular nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2021 dated 8th December, 2021, issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Friday, April 22, 2022 ("Cut-off Date")**. The hard copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the members. Accordingly, the communication of the assent or dissent of the members would take place through e-voting only.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI LODR Regulations, the Bank has provided the facility to all the Members to exercise their votes electronically and for this purpose, the Bank has engaged Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized agency. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.
8. Members may please note that the Postal Ballot Notice will also be available on the Bank's website at www.karnatakabank.com under Investor Portal Section and also on the websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com. The relevant details are also hosted on the website of the e-voting service provider viz. CDSL at www.cdslindia.com.
9. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Bank's Registrar & Share Transfer Agent, Integrated Registry Management Services Pvt. Ltd., No. 30, Ramana Residency, 4th Cross,

Sampige Road, Malleshwaram, Bengaluru-560003 (Tel no. 080-23460815/6/7) email id: irg@integratedindia.in.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile/ phone numbers, PAN, mandates, nominations and bank details, etc., to their DPs in case shares are held by them in electronic form and to Integrated Registry Management Services Private Limited the Registered Transfer Agents ("RTA") of the Company, in case shares are held by them in physical form. To support 'Green Initiative', the members who have not registered their email-ids are requested to register the same with their DPs and RTA which could help the Company for sending paperless communication in future.
11. The e-voting period commences from 9.00 AM. (IST) on Wednesday, May 4, 2022 and ends at 5.00 PM (IST) on Thursday, June 2, 2022.
12. Members desiring to exercise their votes should cast their votes during this period, to be eligible for being considered. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall forthwith be disabled by CDSL upon expiry of the aforesaid period and voting shall not be allowed beyond the said date and time.
13. A Member cannot exercise his vote by proxy on Postal Ballot. Further, in case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote.
14. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor.grievance@ktkbank.com.
15. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes given in this Postal Ballot Notice.
16. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or Company Secretary & Compliance Officer of the Bank duly authorised, on or before Saturday, June 4, 2022 and will also be displayed on the website of the Bank, besides being communicated to the Stock Exchange viz. BSE and NSE, and Depositories. The Scrutinizer's decision on the validity of e-voting will be final.
17. Resolutions passed by the members through postal ballot are deemed to have been passed on the last date of voting i.e., June 2, 2022 as if they have been passed at a General Meeting of the members.

EXPLANATORY STATEMENTS PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

1. Appointment of Mr. Jeevandas Narayan (DIN: 07656546) as an Independent Director of the Bank:

Pursuant to Section 161(1) of the Companies Act, 2013, the Board of Directors of the Bank, based on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Jeevandas Narayan (DIN: 07656546)**, a career banker from Mangaluru, as an Additional Director (Non-Executive, Independent) w.e.f. April 26, 2022.

The Bank has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Bank has also received from him a notice under Section 160 of the Companies Act, 2013 signifying his intention as a candidate for the office of Independent Director of the Bank. A copy of the notice is available on our website viz., www.karnatakabank.com.

Pursuant to Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors, having taken into consideration the declaration received from Mr. Jeevandas Narayan, is of the view that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and that the proposed appointment is in compliance with the provisions of Section 10A(2) of the Banking Regulation Act, 1949.

The Nomination & Remuneration Committee (NRC) at its meeting held on December 27, 2021, while carrying out due diligence of his candidature under, 'Fit & Proper' norms of RBI opined that his candidature is in compliance with the said norms and is eligible to be appointed as a Director of the Bank and accordingly the Board of Directors in terms of Section 160 of the Companies Act, 2013 resolved to recommend his appointment as an Independent Director not liable to retire by rotation.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and shall be eligible for re-appointment on passing of a special resolution by the company for a further period of five years. Further in terms of Section 10A(2A) of the Banking Regulation Act, 1949 read with RBI extant guidelines, no Non-Executive Director of a banking company, shall hold office continuously for a period exceeding eight years or beyond the age of 75 years. In view of the above provisions, the proposal for appointment of Mr. Jeevandas Narayan as an Independent Director not liable to retire by rotation for a period upto April 25, 2027 i.e., up to a term of five consecutive years, has been placed before the members for approval.

Brief profile and Additional information about Mr. Jeevandas Narayan as per Secretarial Standard-2 read with Regulation 36(3) of SEBI (LODR) Regulations, 2015:

Name of the Director	Mr. Jeevandas Narayan			
DIN	07656546			
Age	65 years			
Date of Appointment	26.04.2022 (as an Additional Director (Non-Executive, Independent))			
Qualification	B.Com and CAIIB			
Experience	<p>Mr. Jeevandas Narayan is a graduate in Commerce from University of Mysore. He has over 40 years of vast experience in Banking and finance sector. He is a career Banker who retired from State Bank of India as Deputy Managing Director and his last posting was Managing Director of State Bank of Travancore. After retirement from SBI, he was the Nominee Director of the SBI on the Board of Soma Enterprises Ltd. for a short stint in the year 2017.</p> <p>He was appointed as Additional Director (Independent Director) of Manappuram Home Finance Ltd. w.e.f. February 2, 2017 and then, he held the post of Managing Director of Manappuram Home Finance Ltd from June 2017 to May 2021. Later, he was re-designated as a Non-Executive Director of the said Company with effect from June 1, 2021.</p> <p>He was ranked among the top 40 CEOs by the BT-PwC list of India's Top 40 CEOs from the BFSI Sector 2016.</p> <p>Mr. Jeevandas Narayan is also serving on the Governing Body of MSNIM, a leading Management Institute based at Mangaluru and is currently nominated as its Correspondent. Both these positions as Governing Body member and Correspondent are "Pro bono" positions.</p>			
Terms and conditions of appointment	Proposed to be appointed as Independent Director for a period of five years not liable to retire by rotation.			
Remuneration details	Sitting Fees for attending the meetings of Board/ Committees and any other remuneration as stipulated in the Compensation Policy of the Bank.			
Shareholding	Directly held: 200 Equity Shares of Rs.10 each. Shareholding as a Beneficial owner: Nil			
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Directors, Manager and other Key Managerial Personnel of the Company.			
Number of meetings of the Board attended during the year	Not applicable.			
Other Directorships, Membership / Chairmanship of Committees of other Boards.	Name of the Company	Listed/ Unlisted	Type of Directorship	Committees position held
	Manappuram Home Finance Ltd	Debt Listed	Non-Executive Director	1. Stakeholders Relationship Committee (Chairman) 2. CSR Committee (Chairman)

Listed entities from which the person has resigned in the past three years.				3. IT Strategy Committee (Member)
	Unlisted company: Nil.			
	Nil.			
Nature of Expertise	Banking and finance.			
Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.	Accountancy, agriculture and rural economy, Banking, Finance, Business Management			
The manner in which the proposed person meets such requirements.	He has over four decades of experience in banking and finance and has held various key positions and gained knowledge and experience in the aforesaid fields. In terms of Section 10A(2) of the Banking Regulation Act, 1949, banks in India are required to ensure that persons to be appointed as Directors shall have special knowledge or practical experience in respect of one or more of the matters specified in the said Act. Mr. Jeevandas Narayan possesses such desired skills and capabilities and the Nomination & Remuneration Committee and the Board of the Bank are of the opinion that his appointment on the Board of the Bank as an Independent Director would provide substantial value addition.			

Having regard to the above, on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors recommends the proposal for appointment of Mr. Jeevandas Narayan as an Independent Director not liable to retire by rotation for a term of five consecutive years i.e., upto April 25, 2027, for the approval of the members as set out in **Item No. 1** of the Notice.

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

2. Appointment of Mr. Kalmanje Gururaj Acharya (DIN : 02952524), FCA, as an Independent Director of the Bank:

Pursuant to Section 161(1) of the Companies Act, 2013, the Board of Directors of the Bank, based on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Kalmanje Gururaj Acharya (DIN: 02952524)**, a practicing Chartered Accountant from Bengaluru as an Additional Director (Non-Executive, Independent) w.e.f. April 26, 2022.

The Bank has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Bank has also received from him a notice under Section 160 of the Companies Act, 2013 signifying his intention as a candidate for the office of Independent Director of the Bank. A copy of the notice is available on our website viz., www.karnatakabank.com.

Pursuant to Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors having taken into consideration the declaration received from **Mr. Kalmanje Gururaj Acharya** is of the view that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management. The Board is of the opinion that he fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and that the proposed appointment is in compliance with the provisions of Section 10A(2) of the Banking Regulation Act, 1949.

The Nomination & Remuneration Committee (NRC) at its meeting held on December 27, 2021, while carrying out due diligence of the candidature under, 'Fit & Proper' norms of RBI opined that his candidature is in compliance with the said norms and is eligible to be appointed as a Director of the Bank and accordingly the Board of Directors in terms of Section 160 of the Companies Act, 2013 resolved to recommend his appointment as an Independent Director not liable to retire by rotation.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a special resolution by the company for a further period of five years. Further in terms of Section 10A(2A) of the Banking Regulation Act, 1949 read with RBI extant guidelines, no Non-Executive Director of a banking company, shall hold office continuously for a period exceeding eight years or beyond the age of 75 years. In view of the above provisions, the proposal for appointment of **Mr. Kalmanje Gururaj Acharya** as an Independent Director not liable to retire by rotation for a period upto April 25, 2027 i.e., up to a term of five consecutive years, has been placed before the members for approval.

Brief profile and Additional information about Mr. Kalmanje Gururaj Acharya as per Secretarial Standard-2 read with Regulation 36(3) of SEBI (LODR) Regulations, 2015:

Name of the Director	Mr. Kalmanje Gururaj Acharya
DIN	02952524
Age	52 years
Date of Appointment	26.04.2022 (as an Additional Director (Non-Executive, Independent))
Qualification	B.Com, ACMA, FCA
Experience	Mr. Kalmanje Gururaj Acharya is a practising Chartered Accountant from Bengaluru having over 30 years of experience. He is presently the senior partner of M/s. K.G. Acharya & Co, Chartered Accountants, Bengaluru, specializing in Corporate finance, Corporate taxes & Company law. He is a Member of the Bangalore–Financial Reporting Review Group, formulated under Financial Reporting Review Board of ICAI, New Delhi. Earlier, he was a Director on the Board of erstwhile State Bank of Mysore and was also Chairman of the Audit Committee of the said Bank. He was also a member in other Board level committees notably, Risk Management Committee, Nomination Committee, Remuneration Committee and High Value Frauds Committee.
Terms and conditions of appointment	Proposed to be appointed as Independent Director for a period of five years not liable to retire by rotation.
Remuneration details	Sitting Fees for attending the meetings of Board/Committees and any other remuneration as stipulated in the Compensation Policy of the Bank.

Shareholding	Directly held: 2842 Equity Shares of Rs.10 each. Shareholding as a Beneficial owner: Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Directors, Manager and other Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year	Not applicable.
Other Directorships, Membership/Chairmanship of Committees of other Boards.	Nil directorships.
Listed entities from which the person has resigned in the past three years.	Nil
Nature of Expertise	Banking, finance, taxation, risk management, etc.
Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.	Accountancy, Banking, Economics, Finance, Law, Risk Management, HR, Business Management.
The manner in which the proposed person meets such requirements.	He has over 30 years of experience in the fields of accountancy, banking, economics, finance, law, risk management, HR, business management etc. In terms of Section 10A(2) of the Banking Regulation Act, 1949, banks in India are required to ensure that persons to be appointed as Directors shall have special knowledge or practical experience in respect of one or more of the matters specified in the said Act. Mr. Kalmanje Gururaj Acharya possesses such desired skills and capabilities and the Nomination & Remuneration Committee and the Board of the Bank are of the opinion that his appointment on the Board of the Bank as an Independent Director would provide substantial value addition.

Having regard to the above, on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors recommends the proposal for appointment of Mr. Kalmanje Gururaj Acharya as an Independent Director not liable to retire by rotation for term of five consecutive years i.e. upto April 25, 2027, for the approval of the members as set out in **Item No. 2** of the Notice.

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

3. Appointment of Mr. Balebail Rajagopal Ashok (DIN:00415934) (B R Ashok) as an Independent Director of the Bank:

Mr. B R Ashok, a Chartered Accountant in practice, was inducted as an Additional Director on the Board of the Bank under section 161 of Companies Act, 2013 on August 27, 2019 which was approved by the members at the 96th Annual General Meeting held on July 17, 2020 and further, his reappointment was approved at the 97th Annual General Meeting held on September 2, 2021.

In terms of Section 152 of the Companies Act, 2013 read with Section 149 of the Act, he has been classified as a Non-Executive Non-Independent Director in view of his earlier association with the Bank in the capacity as a Partner of the Audit Firm (i.e., M/s. R K Kumar & Co. which is now known as MSKC & Associates, Chennai) which carried out the Statutory Central Audit of the Bank for the FY 2017-18 and limited review of the unaudited financials for Q1FY2018-19. Prior to this, the said firm had also carried out statutory audit of the Bank for four financial years i.e. FY2011-12, 2012-13, 2013-14 and 2014-15 and as per the then prevailing guidelines of the RBI, the cooling period of two years was applied after completion of four years of audit. Considering their expertise, the Bank once again re-appointed them as Statutory Central Auditors of the Bank for FY2017-18 (and onwards) after ensuring cooling period of two financial years i.e. 2015-16 and 2016-17. However, during the currency of their service, the RBI revised its guidelines on cooling period to six years from two years vide RBI Circular DBS.ARS.BC.04/08.91.001/2017-18 dated July 27, 2017 and suggested that the cooling period be applied on all the auditors and hence, the aforesaid firm was rested as per the guidelines of the RBI.

In the meanwhile, the Bank was in need of a Director who is a Chartered Accountant. In terms of RBI Circular DOS.No.BC.3/08.91.020/96 dated January 20, 1997, (in which period the concept of Independent Director did not exist), banks shall have at least one non-official Director who is a Chartered Accountant and who shall be the member of Audit Committee.

Therefore, considering taxation and audit expertise possessed by Mr. B R Ashok, the Board of the Bank felt that he is fit and proper to be appointed as the Director of the Bank at its meeting held on August 27, 2019 in the capacity of Non-Executive, Non-Independent due to the reasons mentioned above. His appointment on the Board helped the Bank in swiftly ensuring constitutional requirements as prescribed under SEBI (LODR) (i.e. Regulation 18(1)(c) : at least one member shall have accounting or related financial management expertise).

Later, his appointment was approved by the members at their 96th Annual General Meeting held on July 17, 2020 and, since his directorship was liable to retire by rotation his appointment was approved by the members at their 97th Annual General Meeting held on September 02, 2021.

Section 149(6)(e)(ii)(A) of Companies Act, 2013 read with Regulation 16(1)(b)(vi)(B) of SEBI (LODR), *inter-alia*, provides that, "an independent director means a director who, neither himself nor any of his relatives is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company".

As mentioned above, the Audit Firm (i.e., M/s. R K Kumar & Co. which is now known as MSKC & Associates, Chennai) of which Mr. B R Ashok is a Partner had last carried out limited review of Bank's unaudited financials for Q1FY2018-19 i.e., FY 2018-19.

After this, a period of three financial years i.e. 2019-20, 2020-21 & 2021-22 has elapsed and consequently now, Mr. B R Ashok fulfils the criteria of independence as per the Companies Act, 2013 as well as SEBI LODR including the clause referred above.

Pursuant to Section 149 read with Schedule IV of the Companies Act, 2013, the Board of Directors, having taken into consideration the declaration received from Mr. B R Ashok, is of the view that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the

management. The Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and that the proposed appointment is in compliance with the provisions of Section 10A(2) of the Banking Regulation Act, 1949.

Further, the Independent Directors at their exclusive meeting held on March 23, 2022 carried out the performance evaluation of the Director (in terms of Companies Act, 2013) and the Nomination & Remuneration Committee (NRC) of the Board at its meeting held on April 26, 2022, while carrying out due diligence of the director under, 'Fit & Proper' norms of RBI opined that his candidature is in compliance with the said norms and is eligible to be appointed as an Independent Director of the Bank and accordingly the Board of Directors, based on the recommendation of NRC in terms of Section 160 of the Companies Act, 2013 resolved to recommend his appointment as an Independent Director.

The Bank has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Bank has also received from him a notice under Section 160 of the Companies Act, 2013 signifying his intention as a candidate for the office of Independent Director of the Bank.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and shall be eligible for re-appointment on passing of a special resolution by the company for a further period of five years. Further in terms of Section 10A(2A) of the Banking Regulation Act, 1949 read with RBI extant guidelines, no Non-Executive Director of a banking company, shall hold office continuously for a period exceeding eight years or beyond the age of 75 years. In view of the above provisions, the proposal for appointment of **Mr. B R Ashok** as an Independent Director not liable to retire by rotation for a period upto June 01, 2027 i.e., up to a term of five consecutive years from the date of passing of the resolution, has been placed before the members for approval.

Brief profile and Additional information about Mr. B R Ashok as per Secretarial Standard-2 read with Regulation 36(3) of SEBI (LODR) Regulations, 2015:

Name of the Director	Mr. B R Ashok
Age	58 years
Qualification	FCA
Experience	Mr. B R Ashok, is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) (FCA) and also a professional member of the Indian Institute of Insolvency Professionals of ICAI (IIPI) and is an Insolvency Resolution Professional (IRP) under Insolvency and Bankruptcy Code (IBC). He qualified as a Chartered Accountant in the year 1984 and has more than 35 years of experience in practice and his areas of expertise include statutory central audit of banks, statutory audit of insurance companies, corporates including public sector undertakings, NGOs and other entities besides advisory, consultancy and taxation assignments. He also has expertise in the fields of statutory related attestation services, consultancy in direct taxes and FEMA, management

	<p>advisory services and representation before various adjudicating authorities up to Tribunal level in income-tax. He is a partner in M/s. MSKC & Associates (formerly known as R K Kumar & Co.,) Chartered Accountants, Chennai, a partnership firm established in the year 1974.</p> <p>He secured 1st Rank in the post-qualification Diploma Course on Information Systems Audit conducted by the ICAI in December 2002 and has successfully completed the online Proficiency Self-Assessment Test for Independent Director's Databank conducted by the Indian Institute of Corporate Affairs in March 2020.</p> <p>The statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
Terms and conditions of appointment	Proposed to be appointed as an Independent Director not liable to retire by rotation.
Remuneration details	Sitting Fees and such other remuneration as per the Compensation Policy of the Bank. During FY 2021-22 sitting fees aggregating to ₹28.90 lakhs for attending the meetings of Board/Committees during the year 2021-22 was paid to him.
Date of first appointment on the Board	27.08.2019 as an Additional Director.
Shareholding	<p>Directly Held: 1650 Equity Shares of ₹10 each & five subordinated debt instruments (Series V) with a face value of ₹1,00,000/- each.</p> <p>As Beneficial Owner: Nil</p>
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Directors, Manager and other Key Managerial Personnel of the Bank.
Number of meetings of the Board attended during the year	All 17 meetings held during the FY 2021-22.
Other Directorships, Membership / Chairmanship of Committees of other Boards.	KBL Services Limited- Director. (A wholly owned non-financial services company of the Karnataka Bank).
Listed entities from which the person has resigned in the past three years.	Nil
Nature of Expertise	Accountancy, Banking and finance and Taxation.
Skills and capabilities required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.	Accountancy, Banking, Finance, Business Management, Information Technology, Risk Management
The manner in which the proposed person meets such	He has over three decades of experience in Statutory Audit of Banks, Accounting, Taxation etc., and in terms of Section 10A(2) of

requirements.	the Banking Regulation Act, 1949, banks in India are required to ensure that persons to be appointed as Directors shall have special knowledge or practical experience in respect of one or more of the matters specified in the said Act. Mr. B R Ashok possesses such desired skills and capabilities and the Nomination & Remuneration Committee and the Board of the Bank are of the opinion that his continuation on the Board of the Bank as an Independent Director would provide substantial value addition.
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Your Board recommends the resolution appointing Mr. B R Ashok as an Independent Director of the Bank as set out **Item No. 3** of the notice, not liable to retire by rotation, as aforesaid.

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

4. Amendments to the Articles of Association of the Bank:

(1) To amend the existing Article 51(r):

The existing **Article 51(r)** of Articles of Association permits our Bank to open and establish Branches in India subject to Section 23 of the Banking Regulation Act, 1949 which reads as under:

Existing Article 51(r):

"To open and establish branches in any place in India subject to Section 23 of the Banking Regulation Act, 1949."

As on March 31, 2022, our Bank has a presence in 22 states and 2 union territories in India. As part of the business expansion and deepening the relationship with our NRI clientele, our Bank may at an appropriate time open representative office/branches including Digital Banking Units (DBUs) outside India also with necessary regulatory approvals. Hence, in order to meet this requirement, it is proposed to suitably amend the Article 51(r) as an enabling provision and accordingly it is proposed to revise Article 51(r) as under:

Revised Article 51(r) (Proposed):

"To open and establish branches including Digital Banking Units (DBUs) or representative offices in any place either in India or outside India subject to Section 23 of the Banking Regulation Act, 1949"

(2) To insert new Article 58(c) after Article 58(b):

The existing Article 58(a) and 58(b) of the Articles read with the extant RBI Guidelines, provide for appointment of Managing Director or CEO on whole time basis and a Chairman on Part Time basis. At present, the Bank has one whole time Director i.e., Managing Director & CEO who is entrusted with the management of whole of the affairs of the Bank.

With a view to further strengthen the Bank's Top Management team and to cater to the emerging needs of business and fast changing technology, the Bank needs to equip itself. Therefore, the Board of Directors felt that there is a need for creation of post of Whole Time Director (namely, Executive Director) in the Bank in addition to the Managing Director & CEO's post.

In this connection, Bank has sought and obtained approval from the Reserve Bank of India vide letter DOR.GOV.No.S4674/08.40.001/2021-22 dated March 23, 2022 for creation of the aforesaid post.

However, the Bank's current Articles of Association covers provisions relating to Chairman/ Managing Director/CEO only. Therefore, it is proposed to amend the Articles suitably to enable the Bank to create the said post and to delegate powers as may be required from time to time. Hence, it is proposed to amend existing/insertion of new clauses in the Articles as under.

1. To insert new Article 58(c) after Article 58(b) [Insertion of new Article]:

"In addition to the Managing Director or Chief Executive Officer, the Board may appoint one or more of its Directors as Whole Time Director/s (either named as Executive Director/s or by whatever name called) who shall be entrusted with such powers as the Board may deem fit from time to time and who shall exercise such powers subject to superintendence, control and direction of the Board of Directors and whose terms of appointment and remuneration structure shall be as defined by the Reserve Bank of India."

2. To amend the Article 59 to read as under:

The Chairman or the Managing Director or Chief Executive Officer or the Whole Time Director/s (either named as Executive Director/s or whatever name called) as the case may be shall have the knowledge and experience as required under Section 10B(4) of the Banking Regulation Act, 1949.

3. To insert new Article 60(d) after Article 60(c) [Insertion of new Article]:

The appointment of Whole Time Directors (either named as Executive Director/s or by whatever name called) under Article 58(c) above shall be in whole-time employment of the Bank and shall not be subject to retirement by rotation. He/She may be appointed by the Board for such period not exceeding five years at a time as the Board may deem fit and he/she shall be eligible for reappointment subject to applicable laws from time to time.

Accordingly, Board recommends the resolution as set out in **Item No. 4** of this Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Bank or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

5. Approval for payment of remuneration to Mr. Pradeep Kumar Panja (DIN:03614568), Part Time Chairman of the Bank:

Consequent to the retirement of Mr. P Jayarama Bhat as Part-Time Chairman on November 13, 2021 upon attainment of upper age limit of 70 years as per the then applicable RBI extant guidelines and pursuant to the approval received from Reserve Bank of India vide DOR.GOV.No. S1642/08.40.001/ 2021-22 dated October 12, 2021, the Board of Directors of the Bank appointed Mr. Pradeep Kumar Panja as the new Chairman of the Board of the Bank for a period of three years from the date of taking charge. Pursuant to the above, he assumed charge on November 14, 2021. The Reserve Bank of India also accorded its approval for payment of remuneration details of which are appearing in **Item No.5** set out in this Notice. Accordingly, approval of the members of the Bank has been sought for payment of remuneration w.e.f. November 14, 2021.

Mr. Pradeep Kumar Panja has been on the Board of the Bank since August 19, 2020 as an Independent Director and his appointment has been approved by the members at the 97th AGM held on September 2, 2021.

Brief profile and Additional information about Mr. Pradeep Kumar Panja as per Secretarial Standard-2 read with Regulation 36(3) of SEBI (LODR) Regulations, 2015:

Name of the Director	Mr. Pradeep Kumar Panja
Age	66 years
Qualification	M.Sc.(Statistics) and CAIIB
Experience	<p>Mr. Pradeep Kumar Panja, a career banker and retired as Managing Director (Corporate Banking) of State Bank of India (SBI), the largest bank of the country, in October 2015. During his long association of 39 years with SBI (3 years of which at Board level), he gained rich experience in various areas of banking including corporate and international banking, treasury management, information technology, retail, transaction banking, strategic planning, business development, risk management.</p> <p>He has excellent track record of successfully leading large teams across various business verticals of SBI. He also successfully led the US Operations of SBI as the Country Head-US. He held multiple assignments driving large projects in the Information Technology Wing of SBI. As a Head of IT (Chief Information Officer), he led SBI's IT strategy, set up India's largest data warehouse. He also led the analytics foray of SBI. During his association with SBI he was a member of important committees of directors and was chairman of Risk Management Committee.</p> <p>The statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
Terms and conditions of appointment	<p>Appointed as an Independent Director at the 97th Annual General Meeting held on September 02, 2021 for a period of five years not liable to retire by rotation.</p> <p>Thereafter, appointed as the Part time Chairman of the Board of the Bank w.e.f. November 14, 2021 as per the terms and conditions and remuneration approved by the Reserve Bank of India.</p>
Remuneration details	<p>Consolidated salary of Rs.15 lakh per annum as approved by Reserve Bank of India more fully explained in Item No. 5 of this Notice and payment of sitting fees for attending the meetings of Board/ Committees and any other remuneration as stipulated in the Compensation Policy of the Bank. The actual remuneration paid during the FY 2021-22 is as under:</p> <p>1. Consolidated Salary of Rs.5.71 lakh (@Rs.1.25lakh per month</p>

	w.e.f. 14.11.2021) 2. Sitting Fees for attending the meetings of Board/Committees during the year 2021-22 aggregating to ₹30.90 lakh.																																								
Date of first appointment on the Board	19.08.2020 as an Additional Director.																																								
Shareholding	Directly held: 3410 Equity Shares of ₹10 each. As Beneficial Owner: Nil																																								
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Directors, Manager and other Key Managerial Personnel of the Company.																																								
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Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p>Listed Companies- as on 31.03.2022</p> <table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Member/ Chairman</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Brigade Enterprises Limited</td> <td>a. Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>b. Risk Management Committee</td> <td>Member</td> </tr> <tr> <td rowspan="4">Shriram Transport Finance Company Limited</td> <td>a. Audit Committee</td> <td>Member</td> </tr> <tr> <td>b. Stakeholders Relation Committee</td> <td>Member</td> </tr> <tr> <td>c. Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>d. CSR Committee</td> <td>Member</td> </tr> </tbody> </table> <p>Unlisted Companies- as on 31.03.2022</p> <table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Member/ Chairman</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Penna Cement Industries Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>TVS Capital Funds Private Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Virescent Infrastructure Investment Manager Private Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td rowspan="4">Asset Reconstruction Company (India) Ltd</td> <td>a. Executive Committee</td> <td>Chairman</td> </tr> <tr> <td>b. Audit Committee</td> <td>Member</td> </tr> <tr> <td>c. CSR Committee</td> <td>Member</td> </tr> <tr> <td>d. Nomination and Remuneration Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Member/ Chairman	Brigade Enterprises Limited	a. Audit Committee	Chairman	b. Risk Management Committee	Member	Shriram Transport Finance Company Limited	a. Audit Committee	Member	b. Stakeholders Relation Committee	Member	c. Nomination and Remuneration Committee	Member	d. CSR Committee	Member	Name of the Company	Name of the Committee	Member/ Chairman	Penna Cement Industries Limited	Audit Committee	Member	Nomination and Remuneration Committee	Member	TVS Capital Funds Private Limited	Audit Committee	Member	Virescent Infrastructure Investment Manager Private Limited	Audit Committee	Member	Asset Reconstruction Company (India) Ltd	a. Executive Committee	Chairman	b. Audit Committee	Member	c. CSR Committee	Member	d. Nomination and Remuneration Committee	Member
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Listed entities from which the person has resigned in the past three years.	1. Trigyn Technologies Ltd. 2. Omax Autos Ltd.																																								
Nature of Expertise	Banking and Finance																																								
Skills and capabilities	Accountancy, Banking, Co-operation & SSI, Finance, IT, Risk																																								

<p>required for the role in terms of Section 10A(2) of Banking Regulation Act, 1949.</p>	<p>Management, Payment & Settlement, HR, Business Management.</p>
<p>The manner in which the proposed person meets such requirements.</p>	<p>He has about four decades of experience in experience in various areas of banking including corporate and international banking, treasury management, information technology, retail, transaction banking, strategic planning, business development, risk management and in terms of Section 10A(2) of the Banking Regulation Act, 1949, banks in India are required to ensure that persons to be appointed as Directors shall have special knowledge or practical experience in respect of one or more of the matters specified in the said Act. Mr. Pradeep Kumar Panja possesses such desired skills and capabilities and the Nomination & Remuneration Committee and the Board of the Bank are of the opinion that his continuation on the Board of the Bank as an Independent Director would provide substantial value addition.</p>

Accordingly, Board recommends the resolution as set out in **Item No. 5** of this Notice for approval of the members.

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

Date: April 26, 2022
Place: Mangaluru

Registered Office: Mahaveera Circle,
Kankanady, Mangaluru-575002,
Karnataka

By order of the Board of Directors
Sd/-
Prasanna Patil
Company Secretary

E-Voting process:

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual members holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>i) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi</p> <p>ii) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the E Voting is in progress.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>i) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period.</p> <p>ii) If the user is not registered for IDeAS e-Services, option to register is available at https:// eservices.nsd.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/ SecureWeb/IdeasDirectReg.jsp</p> <p>iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period.</p>

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the The Karnataka Bank Ltd. on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. investor.grievance@ktkbank.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to irg@integratedindia.in.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 irg@integratedindia.in.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
