

The Karnataka Bank Ltd

Regd. & Head Office: Mahaveera Circle, Kankanady, Mangaluru-575002
CIN: L85110KA1924PLC001128, email: investor.grievance@ktkbank.com
[Website: www.karnatakabank.com, Tel. no. 0824-2228222]

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. 03/2022 dated May 05, 2022 and all the connected circulars mentioned therein read with SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, 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 of Postal Ballot (hereinafter referred to as "**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, December 29, 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 resolution mentioned in this Notice of Postal Ballot is annexed hereto.

SPECIAL BUSINESS:

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. Title of Chapter VI of AOA to be read as under:

*"Chairman/Managing Director/Chief Executive Officer/**Executive Director(s)/Whole Time Director(s)**"*

2. The Article 51(s) to read as under:

*"To authorize and empower, subject to the provisions of the Act, Chairman appointed on whole-time or part-time basis or the Managing Director or the Chief Executive Officer **or the Executive Director(s) or the Whole Time Director(s), by whatever name called**, or other Officers of the Bank to exercise and perform all or any of the powers, authorities and duties conferred or imposed upon the directors by the Memorandum of Association or by these Articles, to the extent that such delegation is permitted by law."*

3. The Article 61(a) to read as under:

*"The payment of remuneration to directors and to Chairman appointed on whole-time or part-time basis or the Managing Director or Chief Executive Officer **or the Executive Director(s) or the Whole Time Director(s), by whatever name called, shall be subject to the provisions of Companies Act, 2013 to the extent not inconsistent with the Banking Regulation Act, 1949 or extant guidelines/circulars of RBI."***

4. The Article 61(c) to read as under:

*"A director, other than the Chairman appointed on whole-time basis or the Managing Director or Chief Executive Officer **or the Executive Director(s) or the Whole Time Director(s) by whatever name called,** and the Official nominee(s) of the Reserve Bank of India, who has attended any meeting of the Board of Directors or of a Committee thereof, shall be entitled to be paid for every such meeting attended by him, sitting fees not exceeding such maximum amount as may be specified under **Companies Act, 2013 to the extent not inconsistent with the Banking Regulation Act, 1949 or extant guidelines/circulars of RBI."***

5. The Article 63 to be read as under:

*"The Chairman appointed on whole-time or part-time basis or the Managing Director or Chief Executive Officer **or Executive Director(s) or the Whole Time Director(s), by whatever name called,** shall be paid such remuneration as may from time to time be determined by the Bank in its general meeting, subject to the provisions of Sections 10 and 35B of the Banking Regulations Act, 1949 **and applicable provisions of Companies Act, 2013 to the extent not inconsistent with the Banking Regulation Act, 1949 or extant guidelines/circulars of RBI."***

6. To insert new Article 60(e):

"In respect of areas other than those which are expressly provided in the Articles regarding appointment, reappointment, term of office, remuneration, powers & duties etc., of the Executive Director(s) or the Whole Time Director(s), the articles as applicable for the Managing Director & CEO shall be applicable to the Executive Director(s)/ or the Whole Time Director(s), by whatever name called, unless they are inconsistent with the extant laws or regulations."

7. To delete Article 42(a) of the AOA which reads as under:

Every director other than the Chairman appointed on whole-time or part-time basis or the Managing Director or the Chief Executive Officer shall hold not less than 150 unencumbered shares paid up fully.

Provided that it shall not be necessary that he should hold the qualification shares before his appointment as director, but every director who is not already qualified in that respect, shall obtain the qualification within 2 months after his appointment as director.

RESOLVED FURTHER THAT the Board/Managing Director & CEO/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."

Registered Office:
Mahaveera Circle
Kankanady, Mangaluru-575002
Karnataka
Date: November 23, 2022

By order of the Board of Directors

Mahabaleshwara M S
Managing Director & CEO

Notes:

1. 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 Special Resolution, under Special Business as set out above, forms part of the Notice.
2. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, Bank has an option for the above-mentioned resolution, to seek the approval of the Members through e-voting, instead of getting the same passed at a General Meeting. Accordingly, approval of the members is sought for the resolution contained in this Notice through e-voting.
3. The Board has appointed Mr. Biswajit Ghosh, 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 as per the provisions of the law/act.
4. 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, November 18, 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.
5. As per the extant provisions of the Act, read with Rules made thereunder and General Circular nos. 03/2022 dated May 05, 2022 and all the connected circulars mentioned therein issued by the Ministry of Corporate Affairs read with SEBI Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, 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, November 18, 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, which may please be noted.
6. 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") as the authorized agency for facilitating voting through electronic means. The procedure for e-voting is explained under the Notes provided with this Notice.
7. Members may please note that the Notice is being hosted on our 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.
8. Members who have not registered their e-mail addresses are requested to register the same with the Depository through their Depository Participant(s) in respect of shares held in electronic form 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., #30, Ramana Residency, 4th Cross, Sampige Road, Malleshwaram, Bengaluru-560003 (Tel no. 080-23460815/6/7) email id: irg@integratedindia.in.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile/ phone numbers, PAN, mandates, nominations and bank details, etc., to their DPs in case shares are held by them in electronic form and to Integrated Registry Management Services Private Limited, the Registered Transfer Agents ("RTA") of the Company, in case shares are held by them in physical form.
10. The e-voting period commences from 9.00 AM. (IST) on **Wednesday, November 30, 2022** and ends at 5.00 PM (IST) on **Thursday, December 29, 2022**.
11. 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.

12. 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.
13. 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.
14. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes given carefully in this Postal Ballot Notice.
15. The Scrutinizer will submit 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 or Asst. Company Secretary & Compliance Officer of the Bank duly authorised, on or before Saturday, December 31, 2022 and will also be displayed on the website of the Bank, besides being communicated to the Stock Exchanges viz. BSE and NSE, and Depositories. The Scrutinizer's decision on the validity of e-voting will be final.
16. Resolutions passed by the members through postal ballot are deemed to have been passed on the last date of voting i.e., **December 29, 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

Amendments to the Articles of Association of the Bank:

With a view to further strengthen the Bank's Top Management team and to cater to the emerging needs of business, the Board of Directors felt that there is a need for creation of the post of Whole Time 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. RBI has also directed the Bank to suitably amend Articles of Associations to enable the appointment of the Executive Director. Accordingly, shareholders' approval was obtained by way of a Special Resolution dated 02.06.2022 for insertion of new Articles 58(c), 60(d) and amendment to Article 59 of the AOA. While granting approval for the said amendments to the AOA of the Bank, RBI vide letter dated November 2, 2022 has advised the Bank to carry out few more amendments to the AOA and accordingly, Articles 51(s), 61(a), 61(c), 63 and title of Chapter VI of the AOA of the Bank is proposed to be amended in the manner as set out in the Notice. Besides, we also propose to insert a new Article 60(e) as an enabling clause to cover areas other than which are expressly provided in the Articles regarding appointment, reappointment, term of office, remuneration, powers & duties etc., of the Executive Director(s)/Whole time Director(s).

Further, in view of omission of the requirement of holding qualification of shares in the Companies Act, 2013 it is proposed to delete Article 42(a) of the AOA of the Bank dealing with 'Share qualification of Directors'.

Accordingly, Board recommends the resolution as set out in 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.

Date: November 23, 2022

Place: Bengaluru

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

By order of the Board of Directors

Sd/-

Mahabaleshwara M S
Managing Director & CEO

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 e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.</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- 23058738and 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.
