



Karnataka Bank Ltd.

Estd : 1924

CIN: L85110KA1924PLC001128

Regd. & Head Office
PB No. 599 Mahaveera Circle
Kankanady Mangalore – 575 002

Phone : 0824 - 2228222 Fax : 0824-2225588
Website : www.karnatakabank.com
email : info@ktkbank.com

20.05.2019

SECRETARIAL DEPARTMENT

HO/SEC/105/2019-2020

- | | |
|---|---|
| <p>1. The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,C-1, Block G
Bandra-Kurla Complex, Bandra (E)
MUMBAI-400 051
NSE Symbol: KTKBANK</p> | <p>2. The General Manager,
BSE Limited
Corporate Relationship Dept
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI-400 001
BSE Scrip Code: 532652</p> |
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Dear Sir,

Reg: Regulation 24A of SEBI (LODR) (Amendment) Regulations, 2018 - Annual Secretarial Compliance Report.

Pursuant to Regulation 24A of SEBI (LODR) (Amendment) Regulations, 2018, we hereby enclose the Annual Secretarial Compliance Report for the Financial Year ended 31.03.2019.

This is for your kind information.

Thank you,
Yours faithfully,


Prasanna Patil
COMPANY SECRETARY

**Secretarial Compliance Report of The Karnataka Bank Limited for the year ended
31/03/2019**

(As per SEBI Circular CIR/CFD/CMD1/27/2019 dated 08/02/2019)

We, M/s. Gopalakrishnaraj H H & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by The Karnataka Bank Limited ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges
- (c) website of the listed entity
- (c) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

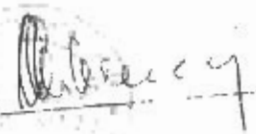
for the year ended 31/03/2019("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- f. The Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.

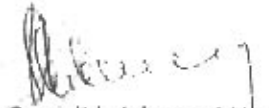
and based on the above examination, we hereby report that, during the Review period:



- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder.
- d) There were no items for which the listed entity was ought to have taken the actions to comply with the observations made in previous reports.

Place: Bengaluru
Date: 26/04/2019

For Gopalakrishnaraj H H & Associates
Company Secretaries



Gopalakrishnaraj H H
Proprietor
FCS: 5654; CP: 4152