



# The Karnataka Bank Limited

Regd. & Head Office: Mahaveera Circle, Kankanady, Mangaluru - 575002  
CIN:L85110KA1924PLC001128, email: investor.grievance@ktkbank.com  
[Website: www.karnatakabank.com, Tel. no. 0824-2228222, Fax No. 0824-2225588]

## **NOTICE TO THE MEMBERS**

Notice is hereby given that the Ninety Second Annual General Meeting of THE KARNATAKABANK LIMITED will be held as scheduled below:

Date : July 28, 2016  
Day : Thursday  
Time : 11.30 a.m.  
Place : Registered & Head Office:  
**The Karnataka Bank Limited**  
Mahaveera Circle, Kankanady,  
Mangaluru - 575 002

to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2016 (Balance Sheet as at 31 st March, 2016 and Profit & Loss Account for the year ended on that date etc.) together with the reports of the Auditors and the Directors thereon.
2. To declare dividend.
3. To appoint M/s. Kamath & Rau (Firm Reg. No.001689S), Chartered Accountants, Karangalpady, Mangaluru - 575003 and M/s. Abarna & Ananthan (Firm Reg. No.000003S), Chartered Accountants, #521, 3rd Main, 6th Block, 2nd Phase, BSK 3rd Stage, Bengaluru - 560085 jointly as Statutory Central Auditors of the Bank to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 93rd Annual General Meeting (AGM) on such remuneration and subject to such terms and conditions as may be fixed by the Board of Directors.
4. To authorize the Board of Directors to appoint branch auditors in consultation with the Bank's Statutory Central Auditors to audit the accounts for the year ending 31 st March, 2017 of such of the branches/ offices of the Bank as are not proposed to be audited by the Bank's Statutory Central Auditors pursuant to Section 139 and 143(8) of the Companies Act, 2013 and subject to the approval of Reserve Bank of India under Section 30(1A) of the Banking Regulation Act, 1949 on such remuneration and subject to such terms and conditions as may be fixed by the Board of Directors.

## **SPECIAL BUSINESS**

5. To consider the passing of the following resolution, as an ORDINARY RESOLUTION, with or without modifications.

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Bank, Mr. Ullal Ravindra Bhat (U R Bhat), who was appointed as an Additional Director of the Bank by the Board of Directors on February 19, 2016, pursuant to Article 38(d) of the Articles of Association of the Bank and Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. U R Bhat as a candidate for the office of Director of the Bank pursuant to the provisions of 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 to 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, Mr. U R Bhat be and is hereby appointed as an Independent Director of the Bank who shall hold office upto February 18, 2021 and that he shall not be liable to retire by rotation”.

6. To consider the passing of the following resolution, as an ORDINARY RESOLUTION, with or without modifications.

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Bank, Mr. Keshav Krishnarao Desai (Keshav K Desai), who was appointed as an Additional Director of the Bank by the Board of Directors on February 19, 2016, pursuant to Article 38(d) of the Articles of Association of the Bank and Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Keshav K Desai as a candidate for the office of Director of the Bank pursuant to the provisions of 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 to 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, Mr. Keshav K Desai be and is hereby appointed as an Independent Director of the Bank who shall hold office upto February 18, 2021 and that he shall not be liable to retire by rotation”.

Registered Office:  
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Date: June 21, 2016

By order of the Board of Directors

Y V Balachandra  
Company Secretary

**Note:**

1. **SUBJECT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 AND COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 A MEMBER OF THE BANK ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE BANK. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE BANK. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED/ DEPOSITED WITH THE BANK AT ITS REGISTERED OFFICE AT LEAST FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Books of the Bank will remain closed from **July 22, 2016 to July 28, 2016** (both days inclusive).
3. Members are requested to be in their seats at the meeting hall before the scheduled time for commencement of the Meeting.
4. Members/proxies should fill up the attendance slips for attending the meeting and bring the same to the meeting.
5. Members are requested to immediately notify change of their address, if any, to the Registrar & Share Transfer Agent of the Bank - M/s. Integrated Enterprises (India) Ltd, 30, Ramana Residency, 4 th Cross, Sampige Road, Malleshwaram, Bengaluru - 560003 (Tel No. 080-23460815) in respect of shares held in physical form. In case the shares are held in electronic form (demat), changes, if any, in their addresses shall be communicated to the Depository Participants (DPs) where the beneficiary account is maintained.
6. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2016, upon declaration at this meeting will be payable to those eligible members whose names stand on the Register of Members as on July 28, 2016 in respect of shares held in physical form and Register of Beneficial holders of shares for shares held in electronic (demat) form on July 21, 2016.
7. Members who have not encashed their dividend warrants of the previous years are hereby requested to encash the same at the earliest. The dividend remaining unclaimed for a period of seven years from the date of declaration shall be transferred to the Investor Education and Protection Fund (IEPF) as per the provisions of Section 205C of the Companies Act, 1956 or corresponding provisions under Section 125 of the Companies Act, 2013. Further the details of the unclaimed dividend of the shareholders are also uploaded on the website of IEPF as well as the website of the Bank and the shareholders can verify the details from the above websites.
8. Members desiring any information about the annual accounts at the meeting are requested to write to the Bank so as to reach the Bank at least five (5) days in advance of the Annual General Meeting.

9. Brief profile and other details as per Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 of Directors proposed to be appointed are annexed to this Notice.
10. In support of the 'Green Initiative' of the Ministry of Corporate Affairs, the Bank has sent through email the financial statements and other documents relating to this meeting to all those members whose e-mail Ids are available with the Bank`s Registrar and Share Transfer Agent. Further, we request members to encourage the 'Green Initiative' by registering / updating their e-mail Ids with their respective Depository Participant(s) or with M/s. Integrated Enterprises (India) Ltd for shares held in electronic form (Demat) or in physical form respectively to service the documents etc electronically in future.
11. The relevant statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out above is annexed.
12. Article 74A of the Articles of Association of the Bank states that any suit by a member or members relating to any Annual General Meeting or Extraordinary General Meeting of the Bank or any meeting of its Board of Directors or a Committee of Directors or to any item of business on the agenda of any such meeting shall be subject to the exclusive jurisdiction of courts in Mangaluru city.
13. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
14. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Pursuant to Section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank is pleased to provide members the facility to exercise votes at the 92nd AGM by electronic means and the business may be transacted through remote e-voting. Members holding the shares on the cut off date only are eligible to vote by electronic means or in the general meeting. The schedule of remote e-voting is as under;
  - (a) Date and time of commencement of remote voting through electronic means: **July 24, 2016 at 9.00 a.m.**
  - (b) Date and time of end of voting through electronic means (remote e-voting) beyond which voting will not be allowed: **July 27, 2016 at 5.00 p.m.**
  - (c) Details of website: [www.evotingindia.com](http://www.evotingindia.com)
  - (d) Details of persons to be contacted for issues relating to remote e-voting: Mr. Vijayagopal / Mr. Giridhar, M/s.Integrated Enterprises (India) Ltd. Phone No. 080-23460815-18 Fax No. 080-23460819, e mail: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investor.grievance@ktkbank.com](mailto:investor.grievance@ktkbank.com) or [irg@integratedindia.in](mailto:irg@integratedindia.in)
  - (e) Instructions for remote e-voting are given on page Nos. 9 to 12 of this notice.The remote e-voting module shall be disabled for voting on **July 27, 2016, after 5.00 p.m.** Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The voting right of members shall be in proportion to their shares

in the paid up capital of the Bank, as on the cut-off date i.e. **July 21, 2016**, subject to restrictions contained in the Banking Regulation Act, 1949.

The Board of Directors has appointed Mr. M V Shanker Bhat, Advocate, Mangaluru failing him Mr Ullas Kumar Melinamogaru, Prop. M/s Ullaskumar Melinamogaru, Practicing Company Secretaries, Mangaluru, as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The results on the above resolutions shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Bank. The results declared along with the Scrutinizer`s Report will be made available on the Bank`s website and on the service provider`s website i.e. [www.cdslindia.com](http://www.cdslindia.com) and the same shall be simultaneously communicated to the stock exchanges within 48 hours from the conclusion of the Annual General Meeting.

16. Members who have not voted through remote e-voting will be provided with the facility for voting either through electronic voting or ballot or polling paper at the meeting. It may be noted that the shareholders whose names appear in the Register of Members of the Bank as on the cut-off date i.e. July 21, 2016 only are allowed to vote at the AGM.
17. Members who have exercised their right to vote by remote e-voting may attend Annual General Meeting but shall not vote at the Annual General Meeting. If a member has opted for remote-voting, then he/she should not vote at the venue. However, in case members have cast their votes at the venue then remote e-voting shall prevail and the vote done at venue shall be treated as invalid.
18. Resolutions assented to by the requisite majority of the members by means of venue voting and remote e-voting shall be deemed to have been duly passed at the AGM.

Registered Office:  
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Date: June 21, 2016

By order of the Board of Directors

Y V Balachandra  
Company Secretary

## **Annexure to Notice**

### **Note on appointment of Statutory Central Auditors and branch auditors**

In terms of Section 139(1) of the Companies Act, 2013, (the "Act") every company shall, at the first Annual General Meeting, appoint an individual or a firm as an Auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth Annual General Meeting (AGM) and thereafter till the conclusion of every sixth meeting. Further at every subsequent Annual Meeting, ratification for the appointment of Statutory Central Auditors shall be obtained from the members of the Bank.

However, in terms of the RBI Circular issued on the Appointment of Statutory Central Auditors for Indian private sector banks, an audit firm can continue as the Statutory Central Auditor for a period of four years and thereafter the said firm should be compulsorily rested for two years. Having regard to the above, the Board of Directors has proposed the appointment of M/s. Kamath & Rau (Firm Reg No.001689S), Chartered Accountants, Mangaluru, and M/s. Abarna & Ananthan (Firm Reg No.000003S), Chartered Accountants, Bengaluru, retiring Statutory Auditors who have been in Office for the last three and two years respectively, upto the conclusion of 93 rd AGM. Pursuant to Section 30(1A) of the Banking Regulation Act, 1949, approval from Reserve Bank of India has been obtained for the above appointment.

Further, pursuant to Section 143(8) of the Companies Act, 2013, Bank shall also appoint branch auditors for audit of such of the branches or Offices as are not proposed to be audited by the Statutory Central Auditors.

Accordingly your Bank proposes to appoint above two audit Firms as Statutory Central Auditors and also authorise the Board to appoint Branch auditors and fix their remuneration, subject to the approval of the Reserve Bank of India as set out in item No. 3 and 4 of this Notice.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the "Act").**

In conformity with Section 102(1) of the Act, the following explanatory statement sets out the material facts relating to item Nos. 5 to 6 appearing in this Notice dated June 21, 2016.

#### **Item No. 5**

The Board of Directors of the Bank at the meeting held on February 19, 2016 appointed Mr. U R Bhat (DIN: 00008425) as an Additional Director of the Bank under Section 161(1) of the Companies Act, 2013. He holds office upto the date of this Annual General Meeting. A notice has been received from a member of the Bank together with requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. U R Bhat for the office of Director. A copy of the notice is available on our website viz. [www.karnatakabank.com](http://www.karnatakabank.com). The Bank has received from Mr.U R Bhat (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of above Rules to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 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 Companies Act, 2013.

Further, 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. U R Bhat, is of the view that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board is of the opinion that he fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the management.

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 reappointment on passing of a special resolution by the company for a further period upto five years. Further in terms of Section 10A(2A) of the Banking Regulation Act, 1949, no director of a banking company, other than its chairman or whole time director, by whatever name called, shall hold office continuously for a period exceeding eight years. In terms of extant guidelines, the upper age limit for a director in a bank is fixed at 70 years. In view of the above provisions, the proposal for appointment of Mr. U R Bhat as an Independent Director not liable to retire by rotation for a consecutive period of five years upto February 18, 2021 has been put up for the approval of the shareholders. His appointment is also in compliance with the provisions of Section 10A(2) of the Banking Regulation Act, 1949.

The brief profile of Mr. U R Bhat is as under:

**U.R.Bhat** aged 64 years, is one of India's well-known investment advisors and has been managing institutional money for more than two decades. He is presently Director of Dalton Capital Advisors (India) Pvt. Ltd., an investment advisory company of the Dalton group, London. Prior to this, he was Chief Investment Officer of Jardine Fleming in India - that subsequently became a part of JP Morgan - advising the India dedicated funds of the Flemings group. In the early nineties, he established a successful start up asset management business for a leading public sector Bank in India. U.R.Bhat holds an M.Sc. from Indian Institute of Technology, Kanpur and has attended advanced courses on Finance at the Harvard Business School, Boston and Indian Institute of Management, Ahmedabad. He is a Fellow of the Chartered Institute of Bankers, London. He is a respected commentator in the electronic and print media and has been writing well-regarded columns in the financial press for more than two decades. He has been closely involved in formulating policies for benchmark indices for the BSE Ltd , Mumbai as a long standing member of its Index Committee. He has also been a member of the Corporate Governance Committee of the Indian Merchants Chamber. He is frequently invited to speak at seminars and workshops conducted by the apex Industry Chambers and Management Institutes. Mr. U R Bhat was the director of the Bank for the period between 2006-2014 and had retired after completion of the period of eight years pursuant to provisions of the Banking Regulation Act, 1949.

Presently he is also serving on the Boards of Repro India Ltd., Edelweiss Asset Management Ltd., Subhkam Capital Ventures Pvt. Ltd., Axis Asset Management Company Ltd., IRIS Business Services Ltd., and BlueStreet Capital Management Pvt Ltd.

Mr. U R Bhat holds 4523 shares of the Bank. He is not related to any of the Directors of the Bank.

This statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The knowledge and expertise of Mr. U R Bhat in the field of capital market /banking is well known and widely appreciated and his appointment as an Independent Director on the Board of the Bank is expected to provide substantial value addition to the Bank in achieving its future objectives.

Accordingly, your Board recommends the resolution for the approval of the members appointing Mr. U R Bhat as an Independent Director of the Bank, not liable to retire by rotation for a period mentioned above.

Except Mr. U R Bhat, 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.

**Item No. 6**

The Board of Directors of the Bank at the meeting held on February 19, 2016 appointed Mr. Keshav K Desai (DIN: 07427621) as an Additional Director of the Bank under Section 161(1) of the Companies Act, 2013. He holds office upto the date of this Annual General Meeting. A notice has been received from a member of the Bank under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Keshav K Desai for the office of Director. A copy of the notice is available on our website viz. [www.karnatakabank.com](http://www.karnatakabank.com). The Bank has received from Mr. Keshav K Desai (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of above Rules to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 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 Companies Act, 2013.

Further 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. Keshav K Desai, is of the view that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board is of the opinion that he fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the management.

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 reappointment on passing of a special resolution by the company for a further period upto five years. Further in terms of Section 10A(2A) of the Banking Regulation Act, 1949, no director of a banking company, other than its chairman or whole time director, by whatever name called, shall hold office continuously for a period exceeding eight years. In terms of extant guidelines, the upper age limit for a director in a bank is fixed at 70 years. In view of the above provisions, the proposal for appointment of Mr. Keshav K Desai as an Independent Director not liable to retire by rotation for a consecutive period of five years upto February 18, 2021 has been put up for the approval of the shareholders. His appointment is also in compliance with the provisions of Section 10A(2) of the Banking Regulation Act, 1949.

The brief profile of Mr. Keshav K Desai is as under:

Shri Keshav Krishnarao Desai, aged 55 years, holds BE (Mech) graduation. He has been into the automobile business for the past 32 years. Presently he is the Managing Partner of Desai



Group established in the year 1939 having its head office at Hubballi and other offices at all the major places of North Karnataka region namely-Gadag, Haveri, Ranebennur, Koppal, Sindhanur, Raichur, Kustagi, Vijayapur and Bagalkot. The group has dealerships for the products of M/s TAFE Limited and M/s FORCE MOTORS Limited. He is also into real estate business of constructing residential/ commercial complexes for the last 25 years. He is the trustee of Lokshikshana Trust, publisher of the Kannada Newspaper Samyukta Karnataka, Karmaveera and Kasturi.

Mr. Keshav K Desai holds 4280 shares of the Bank. He is not related to any of the Directors of the Bank.

This statement may also be regarded as a disclosure under Regulation 36 of SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015.

Appointment of Mr Keshav K Desai as an Independent Director on the Board of the Bank is expected to provide substantial value addition to the Bank in achieving its future objectives.

Accordingly, your Board recommends the resolution for the approval of the members appointing Mr. Keshav K Desai as an Independent Director of the Bank, not liable to retire by rotation for a period mentioned above.

Except Mr. Keshav K Desai, 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.

Registered Office:  
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Date: June 21, 2016

By order of the Board of Directors  
Y V Balachandra  
Company Secretary

**The instructions for shareholders for remote e-voting are as under:**

- (i) The voting period begins on July 24, 2016 at 9.00 a.m. and ends on July 27, 2016 at 5.00 p.m. During this period, shareholders' of the Bank holding shares either in physical form or in dematerialized form as on the cut-off date (i.e. July 21, 2016 ) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p>
	<ul style="list-style-type: none"> <li>• 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 (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) (xii) Click on the EVSN for The Karnataka Bank Ltd on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 emailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxii) Any person, who acquires shares of the Bank and become a member after despatch of the notice and holding shares as on the Cut off date i e July 21, 2016 may obtain the login and password by sending a request @ [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investor.grievance@ktkbank.com](mailto:investor.grievance@ktkbank.com), or [irg@integratedindia.in](mailto:irg@integratedindia.in).

However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote