

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv) 

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1
2	BOMBAY STOCK EXCHANGE	1,024

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street  
North Usman Road T Nagar

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K1	Banking activities by Central, Commercial and Saving banks	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KBL SERVICES LIMITED	U74900KA2020PLC135108	Subsidiary	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	600,000,000	312,471,142	312,359,171	312,342,621
Total amount of equity shares (in Rupees)	6,000,000,000	3,124,711,420	3,123,591,710	3,123,426,210

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	600,000,000	312,471,142	312,359,171	312,342,621
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	6,000,000,000	3,124,711,420	3,123,591,710	3,123,426,210

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	13,779,400	297,384,460	311,163,860	3,111,638,600	3,111,638,600	

<b>Increase during the year</b>	0	1,178,761	1178761	11,787,610	11,787,610	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	1,178,761	1178761	11,787,610	11,787,610	+
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	13,779,400	298,563,221	312342621	3,123,426,2	3,123,426,2	,
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE614B01018

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	72,300	100000	10,200,000,000
Partly convertible debentures	0		0
Fully convertible debentures	0		0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			10,200,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	12,700,000,000	0	2,500,000,000	10,200,000,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

1,473,196,343,358.59

**(ii) Net worth of the Company**

77,029,194,540.59

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian		0	0	
	(ii) Non-resident Indian (NRI)		0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies		0	0	
4.	Banks	0	0	0	
5.	Financial institutions		0	0	
6.	Foreign institutional investors		0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)		0	0	
10.	Others		0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (promoters)**

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	207,077,915	66.3	0	
	(ii) Non-resident Indian (NRI)	7,951,260	2.55	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	15,933,730	5.1	0	
4.	Banks	736	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	63,431,545	20.31	0	
7.	Mutual funds	1,619,671	0.52	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	14,502,986	4.64	0	
10.	Others clearing members trust NBF +	1,824,778	0.58	0	
	<b>Total</b>	312,342,621	100	0	0

**Total number of shareholders (other than promoters)**

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	0	0
Members (other than promoters)	232,106	235,104
Debenture holders	5,383	5,465

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	8	2	9	0.07	0
(i) Non-Independent	1	1	2	1	0.07	0
(ii) Independent	0	7	0	8	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0

(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	8	2	9	0.07	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

13

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PRADEEP KUMAR PAI	03614568	Director	3,410	
MAHABALESHWARA M	07645317	Managing Director	192,178	15/04/2023
SEKHAR RAO	06830595	Whole-time director	0	
KESHAV K DESAI	07427621	Director	11,000	
ASHOK B R	00415934	Director	1,650	
A V CHANDRASHEKAR	08829073	Director	500	
UMA SHANKAR	07165728	Director	1,000	
BALAKRISHNA ALSE S	08438552	Director	500	
D S RAVINDRAN	09057128	Director	400	
JEEVANDAS NARAYAN	07656546	Director	200	
K GURURAJ ACHARYA	02952524	Director	2,842	
SHAM K	BQMPK5051L	Company Secretary	3,895	
ABHISHEK SANKAR B	AHEPB7398F	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
JEEVANDAS NARAYAN	07656546	Director	26/04/2022	APPOINTMENT
K GURURAJ ACHARYA	02952524	Director	26/04/2022	APPOINTMENT
PRASANNA PATIL	AJSPP3500D	Company Secretary	31/08/2022	RESIGNATION
MURALIDHAR KRISHN	AECPR7140G	CFO	01/03/2023	RETIREMENT
ABHISHEK SANKAR B	AHEPB7398F	CFO	02/03/2023	APPOINTMENT
SHAM K	BQMPK5051L	Company Secretary	27/02/2023	APPOINTMENT
MYTHILY RAMESH	06959991	Director	14/03/2023	RETIREMENT

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	26/08/2022	223,976	144	0.06

### B. BOARD MEETINGS

\*Number of meetings held

17

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2022	9	9	100
2	18/05/2022	11	10	90.91
3	27/05/2022	11	11	100
4	27/06/2022	11	10	90.91
5	23/07/2022	11	11	100
6	21/09/2022	11	11	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
7	13/10/2022	11	11	100
8	01/11/2022	11	11	100
9	23/11/2022	11	11	100
10	13/12/2022	11	11	100
11	23/12/2022	11	11	100
12	13/01/2023	11	11	100

### C. COMMITTEE MEETINGS

Number of meetings held

67

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	26/05/2022	4	4	100
2	AUDIT COMM	10/06/2022	5	5	100
3	AUDIT COMM	22/07/2022	5	5	100
4	AUDIT COMM	25/08/2022	5	5	100
5	AUDIT COMM	27/10/2022	5	5	100
6	AUDIT COMM	31/10/2022	5	5	100
7	AUDIT COMM	22/11/2022	5	5	100
8	AUDIT COMM	22/12/2022	5	5	100
9	AUDIT COMM	01/02/2023	5	5	100
10	AUDIT COMM	13/03/2023	5	5	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								13/06/2023
								(Y/N/NA)

1	PRADEEP KUL	17	17	100	31	31	100	Yes
2	MAHABALES	17	17	100	37	37	100	Yes
3	SEKHAR RAO	4	4	100	11	11	100	Yes
4	KESHAV K DE	17	17	100	32	32	100	Yes
5	ASHOK B R	17	15	88.24	47	44	93.62	Yes
6	A V CHANDR	17	17	100	21	21	100	Yes
7	UMA SHANKA	17	17	100	47	47	100	Yes
8	BALAKRISHN	17	17	100	37	37	100	Yes
9	D S RAVINDR	17	17	100	37	37	100	Yes
10	JEEVANDAS	17	16	94.12	51	51	100	Yes
11	K GURURAJ /	17	16	94.12	46	46	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MAHABALESHWAR	MANAGING DIR	9,600,000			2,700,000	12,300,000
2	SEKHAR RAO	EXECUTIVE DIR	1,200,000			0	1,200,000
	Total		10,800,000	0		2,700,000	13,500,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRASANNA PATIL	COMPANY SEC	958,322			67,806	1,026,128
2	SHAM K	COMPANY SEC	232,846			16,392	249,238
3	MURALIDHAR KRI	CFO	3,309,677			52,321	3,361,998
4	ABHISHEK SANKA	CFO	416,667			0	416,667
	Total		4,917,512	0		136,519	5,054,031

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRADEEP KUMAR	CHAIRMAN	1,500,000			3,220,000	4,720,000
2	KESHAV K DESAI	DIRECTOR				3,280,000	3,280,000
3	ASHOK B R	DIRECTOR				4,020,000	4,020,000
4	A V CHANDRASHE	DIRECTOR				2,620,000	2,620,000
5	UMA SHANKAR	DIRECTOR				4,300,000	4,300,000
6	D S RAVINDRAN	DIRECTOR				3,580,000	3,580,000
7	BALAKRISHNA ALS	DIRECTOR				3,580,000	3,580,000
8	JEEVANDAS NARA	DIRECTOR				4,340,000	4,340,000
9	K GURURAJ ACHA	DIRECTOR				4,040,000	4,040,000
	Total		1,500,000	0	0	32,980,000	34,480,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ULLAS KUMAR MELINAMOGARU

Whether associate or fellow

Associate  Fellow

Certificate of practice number

6640

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

06830595

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

25841

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



**ANNEXURE TO ANNUAL RETURN AS ON/ FOR THE YEAR ENDED 31.03.2023**

**(FORM MGT-7)**

<b>SI No. IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY</b>			
<b>(iv)*Debentures (Outstanding as at the end of financial year)</b>			
<b>Particulars</b>	<b>Number of units</b>	<b>Nominal value per Unit (₹.)</b>	<b>Total value (₹.)</b>
Non-convertible debentures ( Series V )	40,000	1,00,000	4,00,00,00,000
Non-convertible debentures ( Series VI )	32,000	1,00,000	3,20,00,00,000
Non-convertible debentures ( Series VII )	300	1,00,00,000	3,00,00,00,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>	<b>72,300</b>		<b>1020,00,00,000</b>

<b>Serial No. X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>							
Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered (Rs.)							
<b>Sl. No</b>	<b>Name</b>	<b>Designation</b>	<b>Gross salary</b>	<b>Commis sion</b>	<b>Stock Option/ Sweat equity</b>	<b>Others</b>	<b>Total Amount</b>
1	Mavinakudige Subramanyabhatta Mahabaleshwara*	Managing Director & CEO	9600000	0	0	2700000	12300000
2	Sekhar Rao**	Executive Director	1200000	0	0	0	1200000

\*Gross Salary of Rs 12300000 includes variable pay of Rs 27,00,000, as approved by the RBI and paid during the FY 2022-23.

\*\*Mr.Sekhar has appointed as an Executive Director of the Bank he assumed charge w.e.f. 01-02-2023. and hence remuneration paid for two months is disclosed.

<b>Serial No. X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>							
Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered							
<b>Sl. No</b>	<b>Name</b>	<b>Designation</b>	<b>Gross salary</b>	<b>Commis sion</b>	<b>Stock Option/ Sweat equity</b>	<b>Others</b>	<b>Total Amount</b>
1	Muralidhar Krishna Rao <sup>§</sup>	CFO	33,09,677	0	0	52,321	33,61,998
2	Abhishek Sankar Bagchi <sup>§</sup>	CFO	4,16,667	0	0	0	4,16,667
3	Prasanna Vishnu	Company Secretary	9,58,322	0	0	67,806	10,26,128

<b>Serial No. X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>							
Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered							
Sl. No	Name	Designation	Gross salary	Commis- sion	Stock Option/ Sweat equity	Others	Total Amount
	Patil*						
4	Sham K*	Company Secretary	2,32,846	0	0	16,392	2,49,238
	<b>Total</b>		<b>49,17,512</b>	<b>0</b>	<b>0</b>	<b>1,36,519</b>	<b>50,54,031</b>

<sup>§</sup> Mr. Muralidhar Krishna Rao who was the CFO upto 01.03.2023 and Mr. Abhishek Sankar Bagchi, took charge as CFO from 02.03.2023 and accordingly remuneration paid for their respective tenure has been disclosed..

\*Mr Prasanna Patil was the Company Secretary till 31.08.2022 and Mr Sham K joined the Bank as Company Secretary on 27.02.2023.

<b>Serial No. IX-B- Board Meetings:</b>				
<b>Number of Board Meetings Held: 17</b>				
Sl No.	Date of the meeting	Total Number of Directors as on date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26.04.2022	09	09	100
2	18.05.2022	11	10	90.90
3	27.05.2022	11	11	100
4	27.06.2022	11	10	90.90
5	23.07.2022	11	11	100
6	21.09.2022	11	11	100
7	13.10.2022	11	11	100
8	01.11.2022	11	11	100
9	23.11.2022	11	11	100
10	13.12.2022	11	11	100
11	23.12.2022	11	11	100
12	13.01.2023	11	11	100
13	17.01.2023	11	11	100
14	02.02.2023	12	12	100
15	20.02.2023	12	12	100
16	08.03.2023	12	11	91.66
17	28.03.2023	11	11	100

**Serial No. IX-C- Committee Meetings:**

**Number of meetings Held: 67**

Sl No.	Type of meeting	Date of the meeting	Total Number of Members as on date of meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	26.05.2022	4	4	100
2.		10.06.2022	5	5	100
3.		22.07.2022	5	5	100
4.		25.08.2022	5	5	100
5.		27.10.2022	5	5	100
6.		31.10.2022	5	5	100
7.		22.11.2022	5	5	100
8.		22.12.2022	5	5	100
9.		01.02.2023	5	5	100
10.		13.03.2023	5	5	100
11.	Management Committee (Erstwhile Executive Committee)	09.05.2022	4	4	100
12.		28.06.2022	5	4	80
13.		18.07.2022	5	5	100
14.		16.08.2022	5	5	100
15.		14.09.2022	5	5	100
16.		24.11.2022	5	5	100
17.		21.12.2022	5	5	100
18.		30.12.2022	5	5	100
19.		16.02.2023	6	6	100
20.		20.03.2023	6	6	100
21.	Stakeholders & Customer Relations Committee (SCRC)	02.06.2022	5	5	100
22.		24.09.2022	5	5	100
23.		12.12.2022	5	5	100
24.		24.03.2023	6	6	100
25.	Risk & Capital Management Committee (RCMC)	25.06.2022	5	5	100
26.		17.08.2022	5	5	100
27.		22.12.2022	5	5	100
28.		29.03.2023	6	6	100
29.	Special Committee for Monitoring and Investigation of Large Value Frauds.	10.05.2022	5	5	100
30.		28.06.2022	5	5	100
31.		26.07.2022	5	5	100
32.		25.08.2022	5	5	100
33.		08.10.2022	5	5	100
34.		30.01.2023	5	5	100
35.		07.03.2023	6	6	100
36.	Review Committee For Identification Of Non-Co-Operative Borrower & Wilful Defaulter	01.07.2022	4	4	100
37.		04.11.2022	4	4	100
38.		25.03.2023	5	5	100

SI No.	Type of meeting	Date of the meeting	Total Number of Members as on date of meeting	Attendance	
				Number of members attended	% of attendance
39.	IT Strategy & Governance Committee	25.04.2022	5	5	100
40.		02.05.2022	5	5	100
41.		20.08.2022	5	5	100
42.		20.12.2022	5	5	100
43.		24.03.2023	5	5	100
44.	Corporate Social Responsibility (CSR) Committee	02.05.2022	4	4	100
45.		08.06.2022	4	4	100
46.		18.11.2022	4	4	100
47.		25.03.2023	5	5	100
48.	Nomination and Remuneration Committee (NRC)	08.04.2022	4	4	100
49.		26.04.2022	4	4	100
50.		18.05.2022	4	3	75
51.		24.06.2022	5	4	80
52.		20.07.2022	5	5	100
53.		10.09.2022	5	5	100
54.		11.10.2022	5	5	100
55.		13.01.2023	5	5	100
56.		17.01.2023	5	5	100
57.		06.02.2023	5	5	100
58.		08.03.2023	5	5	100
59.	Independent Directors	10.09.2022	9	9	100
60.		21.02.2023	9	9	100
61.	Centenary Year	06.03.2023	4	4	100
62.	Celebration Committee	20.03.2023	4	4	100
63.	HR Committee	06.03.2023	4	4	100
64.	Committee of Directors	18.07.2022	3	3	100
65.		23.11.2022	3	3	100

Further, during the FY 2022-23, Bank has constituted three search and selection committees for the appointment of Executive Director, Company Secretary and Managing Director & CEO which are subsequently dissolved upon appointment of the candidates of the said posts. Also, a Board level ESG Committee was formed for the finalization of the Bank's ESG Policy and the committee has since been dissolved.

***Ullas Kumar Melinamogaru & Associates***

Practising Company Secretaries

No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

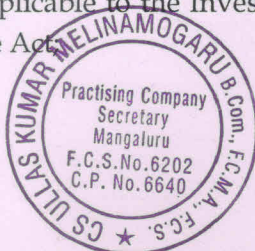
Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **THE KARNATAKA BANK LIMITED** (the Company) (CIN: L85110KA1924PLC001128) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31<sup>st</sup> March, 2023**. In our opinion and to the best of our information, knowledge and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts, as at the close of the aforesaid financial year, correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. Its status under the Act and the Banking Regulation Act, 1949 in so far as it overrules the provision of the Companies Act, 2013;
  2. Maintenance of registers/records & making entries therein within the time prescribed thereof;
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time;
  4. Calling/convening/holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book and the same have been signed;
  5. Closure of Register of Members / Security holders, as the case may be;
  6. Contracts/arrangements with related parties as specified in section 188 of the Act;
  7. Issue or allotment or transfer or transmission of securities/ redemption of debentures/ alteration of share capital and issue of share certificates in various instances.
  8. Keeping in abeyance the rights to dividend, rights shares pending registration of transfer of shares in compliance with the provisions of the Act;
  9. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.





**CS Ullas Kumar Melinamogaru**

B.Com., F.C.M.A., F.C.S.

Practising Company Secretary

Cell : 9449811210

Tel : 0824 - 2448079(O)

Email : ullas3@rediffmail.com  
ullas53@gmail.com

***Ullas Kumar Melinamogaru & Associates***

Practising Company Secretaries

No.3, V Floor, Ashirvad Building, Ganapathy High School Road, Mangaluru – 575001

10. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
11. Constitution/appointment/re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them in accordance with the Banking Regulation Act, 1949;
12. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act and in accordance with the Banking Regulation Act, 1949;
13. Loans and investment or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
14. Alteration of the provisions of the memorandum and/or articles of association of the Company.


*For Ullas Kumar Melinamogaru & Associates*

*Practising Company Secretaries*

Firm Registration No.S2008KR101400

Peer Review Certificate No.: 3314/2023

**CS ULLAS KUMAR MELINAMOGARU**  
B.Com., F.C.M.A., F.C.S.  
Practising Company Secretary  
F.C.S. No.6202, C.P. No.6640  
No.3, V Floor, Ashirvad Building,  
G.H.S. Road, Mangaluru-575001

  
CS Ullas Kumar Melinamogaru

Proprietor

FCS 6202, CP No. 6640

UDIN: F006202E000756391

07-08-2023

Date : 7<sup>th</sup> August 2023

Place : Mangaluru