

# THE KARUR VYSYA BANK LIMITED

Regd. & Central Office, Erode Road, Karur - 639002.

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## NOTICE OF THE 91ST ANNUAL GENERAL MEETING

Notice is hereby given that the 91st Annual General Meeting of the Bank will be held at the Registered Office of the Bank, Erode Road, Karur 639 002 on Wednesday, the 21st July 2010 at 10.15 AM to transact the following business.

### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2010 and the Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To Declare Dividend.
3. To appoint a Director in the place of Shri M G S Ramesh Babu who retires by rotation and being eligible, offers himself for reappointment as Director.
4. To appoint Auditors and fix their remuneration.

### NOTE:

The retiring Statutory Auditors M/s J.L.Sengupta & Co., Chartered Accountants, Chennai (H.O.:Kolkata) who have been associated with the Bank continuously for the last four years as Statutory Auditors are not eligible for reappointment in terms of the guidelines issued by the Reserve Bank of India under Section 30(1A) of the Banking Regulation Act, 1949.

The Reserve Bank of India on the recommendation of the Board of the Bank accorded approval for appointment of M/s R.K.Kumar & Co., Chartered Accountants, Chennai as Statutory Auditors of the Bank to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting. Accordingly the resolution for appointment of the Audit Firm M/s R.K.Kumar & Co., Chartered Accountants, Chennai is placed before the shareholders for their approval.

“RESOLVED THAT M/s R.K.Kumar & Co., Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Bank to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank on such remuneration and reimbursement of out of pocket expenses as may be fixed by the Board of Directors on the recommendation of the Audit Committee of the Board.”

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification/s, the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT the Board of Directors of the Bank be and is hereby authorised to appoint, in

consultation with Statutory Auditors, the Branch Auditors who are qualified to act as Auditors, including Statutory Auditors pursuant to the provisions of Section 228 of the Companies Act, 1956 for the purpose of audit of the Branches of the Bank and to decide the Branch Offices to be audited by such Branch Auditors and to fix their remuneration and reimbursement of out of pocket expenses incurred in connection with the Audit, based on the recommendation of the Audit Committee of the Board.”

6. To consider and if thought fit, to pass with or without modification/s, the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT Shri S.Ganapathi Subramanian be and is hereby appointed as a Director of the Bank liable to retire by rotation”

7. To consider and if thought fit, to pass with or without modification/s, the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT Shri K.Parameshwara Rao be and is hereby appointed as a Director of the Bank liable to retire by rotation”

8. To consider and if thought fit, to pass with or without modification/s, the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT Shri V.Santhanaraman be and is hereby appointed as a Director of the Bank liable to retire by rotation”

9. To consider and if thought fit, to pass with or without modification/s, the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT Shri G.Rajasekaran be and is hereby appointed as a Director of the Bank liable to retire by rotation”

By Order of the Board,  
for The Karur Vysya Bank Limited

Place: KARUR  
Date: 20.06.2010.

R.Kannan  
COMPANY SECRETARY

## **1. DATES OF BOOK CLOSURE**

The Register of Members and Share Transfer Books of the Bank will remain closed from 16/07/2010 to 21/07/2010 (both days inclusive).

## **2. PROXIES**

A MEMBER/BENEFICIAL OWNER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE BANK. THE PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE REGISTERED OFFICE OF THE BANK NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

## **3. EXPLANATORY STATEMENT**

The relative explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business is annexed hereto.

## **4. JURISDICTION**

In terms of Article 20(v) of the Articles of Association of the Bank, only Courts in Karur shall have exclusive jurisdiction to entertain any suits against the Bank to restrain the proceedings of any General Meeting or consideration of any Resolution or item of business in its Agenda.

## **5. DIVIDEND ENTITLEMENT**

Dividend when approved will be paid to such of the members whose names appear in the Register of Members of the Bank as on 21.07.2010.

In respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as at the end of business hours on 15.07.2010 as per the details furnished by the Depositories for this purpose.

## **6. MULTIPLE FOLIOS**

If any shareholder is holding more than one folio for the same set of names, the shareholder/s concerned may please write to the Registrars and Transfer Agents of the bank viz: M/s SKDC Consultants Ltd., Coimbatore so that their holdings can be consolidated into one folio. This would help the shareholder/s concerned to effectively monitor their holdings as also the Dividend receivable. The shareholders will also save on expenses for dematerialisation.

## 7. DEMATERIALISATION OF SHARES

The shares of the Bank have been traded compulsorily in Dematerialised form with effect from 25th June 2001 in the Stock Exchanges. The shareholders who have not so far dematerialised their shares are requested to do so in their own interest having regard to the safety and benefits attached thereto.

## 8. CHANGE OF ADDRESS

Shareholders are requested to notify changes in their addresses along with PINCODE to the Registrars and Transfer Agents of the bank whose address is given below:

**S K D C Consultants Ltd.,  
(Unit: KVB Ltd),  
Kanapathy Towers, 1391/A-1, Third Floor,  
Sathy Road, Ganapathy, Coimbatore 641 006.  
Tel: (0422) 6549995, 2539835-36, Fax: 2539837  
E-mail: info@skdc-consultants.com**

If the shares are held in dematerialised form the beneficial owners have to intimate about any change in Bank account details, address for communication and nomination only to the Depository Participant concerned and not directly to the Bank or to its Registrars and Transfer Agents.

## 9. UNCLAIMED DIVIDENDS

- a. All the shareholders and Beneficial Owners who have not so far encashed/claimed the dividends for the last 7 years i.e. from 2002-03 to 2008-2009, have to submit the dividend warrant/s if any available with them for revalidation to the Company Secretary, The Karur Vysya Bank Limited, Erode Road, Karur - 639 002.
- b. In terms of the Section 205C of the Companies (Amendment) Act, 1999 the dividends which are unclaimed for a period of seven years have to be transferred to “Investor Education and Protection Fund” maintained with Central Government and the Shareholders/Beneficial Owners cannot make any claim for the dividends once the unclaimed dividends are transferred to such Fund.

## EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

### Item No.5

In terms of the Section 228 of the Companies Act, 1956, the Branch Offices of the Bank have to be audited either by Statutory Auditors or other qualified Auditors. Bank intends to entrust the Audit of Branch Offices either to the Statutory Auditors or to other qualified Auditors in consultation with Statutory

Auditors on such remuneration and on such terms and conditions as the Board deems fit based on the recommendations of the Audit Committee of the Board.

None of the Directors is concerned or interested in this resolution.

#### **Item No.6**

Shri S Ganapathi Subramanian was co-opted as an Additional Director of the Bank in the Board Meeting held on 26.08.2009 under the provisions of Section 260 of the Companies Act, 1956 and Article 27 of the Articles of Association of the Bank. He holds the office upto the date of this Annual General Meeting. Bank has received a notice from Shri S Ganapathi Subramanian signifying his candidature for the office of the director of the Bank, along with deposit as prescribed under the provisions of Section 257 of the Companies Act, 1956.

Shri S Ganapathi Subramanian may be deemed to be interested in the said resolution, as it deals with his appointment as a Director of the Bank.

None of the other Directors is concerned or interested in this resolution.

#### **Item No.7**

Shri K Parameshwara Rao was co-opted as an Additional Director of the Bank in the Board Meeting held on 25.09.2009 under the provisions of Section 260 of the Companies Act, 1956 and Article 27 of the Articles of Association of the Bank. He holds the office upto the date of this Annual General Meeting. Bank has received a notice from Shri K Parameshwara Rao signifying his candidature for the office of the director of the Bank, along with deposit as prescribed under the provisions of Section 257 of the Companies Act, 1956.

Shri K Parameshwara Rao may be deemed to be interested in the said resolution, as it deals with his appointment as a Director of the Bank.

None of the other Directors is concerned or interested in this resolution.

#### **Item No. 8**

Shri V.Santhanaraman was co-opted as an Additional Director of the Bank in the Board Meeting held on 13.03.2010 under the provisions of Section 260 of the Companies Act, 1956 and Article 27 of the Articles of Association of the Bank. He holds the office upto the date of this Annual General Meeting. Bank has received a notice from Shri V.Santhanaraman signifying his candidature for the office of the director of the Bank, along with deposit as prescribed under the provisions of Section 257 of the Companies Act, 1956.

Shri V.Santhanaraman may be deemed to be interested in the said resolution, as it deals with his appointment as a Director of the Bank.

None of the other Directors is concerned or interested in this resolution.

**Item No. 9**

Shri G Rajasekaran was co-opted as an Additional Director of the Bank in the Board Meeting held on 20.06.2010 under the provisions of Section 260 of the Companies Act, 1956 and Article 27 of the Articles of Association of the Bank. He holds the office upto the date of this Annual General Meeting. Bank has received a notice in writing from a shareholder under Section 257 of the Companies Act, 1956 proposing the candidature of Shri G Rajasekaran for the office of director of the Bank, along with deposit as prescribed under the provisions of the said section of the Companies Act, 1956.

Shri G Rajasekaran, aged 59 years, belongs to the promoter family. He has served as a director of the bank for two terms of 8 years each viz: from 14.02.1990 till 13.02.1998 and 14.06.2000 to 08.06.2008. He has rich experience in Textile Business. He represents minority sector 'Business and Finance' on the Board of the bank. He holds 126529 equity shares in the Bank.

Shri G Rajasekaran may be deemed to be interested in the said resolution, as it deals with his appointment as a Director of the Bank.

None of the other Directors is concerned or interested in this resolution.

By Order of the Board,  
for The Karur Vysya Bank Limited

Place: KARUR  
Date: 20.06.2010.

R.Kannan  
COMPANY SECRETARY







Your trust is adrenaline.

To push our goals further.

To achieve higher.

To perform better.

To deliver smarter.

In your trust lies our success.



**Karur Vysya Bank**

*Smart way to bank*

# BOARD OF DIRECTORS



**SHRI ATHI S JANARTHANAN**  
Chairman



**SHRI P T KUPPUSWAMY**  
MD & CEO



**SHRI Dr. V G MOHAN PRASAD**  
Director



**SHRI K P KUMAR**  
Director



**SHRI Dr. T R RAMANATHAN**  
Director



**SHRI M G S RAMESH BABU**  
Director



**SHRI Dr. S KRISHNA KUMAR**  
Director



**SHRI S GANAPATHI SUBRAMANIAN**  
Director



**SHRI K PARAMESHWARA RAO**  
Director



**SHRI V SANTHANARAMAN**  
Director