



THE LAKSHMI VILAS BANK LIMITED

CIN L65110TN1926PLC001377

Registered Office: Salem Road, Kathapara, Karur - 639 006.

Corporate Office: "LVB House", No.4, Sardar Patel Road, Guindy, Chennai - 600 032.

Website: www.lvbank.com, Tel. No.: 044-22205306, Email: secretarial@lvbank.in

NOTICE TO THE MEMBERS

Notice is hereby given that the 93rd (Ninety Third) Annual General Meeting of the Members of The Lakshmi Vilas Bank Limited ("**Bank**") will be held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Friday, 25th September, 2020, at 11.00 a.m. The Meeting is held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on account of outbreak of COVID-19 (coronavirus) pandemic and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs. The meeting shall transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Bank for the financial year ended 31st March, 2020 and the report of the Directors and the statutory auditors thereon.
2. To appoint a director in the place of **Shri N.Saiprasad, DIN 00137910**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint and to approve the fees / remuneration of the statutory auditors and if thought fit to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Section 139 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the applicable provisions of Banking Regulation Act, 1949, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the rules, circulars, guidelines issued by the Reserve Bank of India, as applicable, each including statutory modification(s) or re-enactment thereof for the time being in force, M/s. P. Chandrasekar LLP, Chartered Accountants, (Firm Registration No.000580S/S200066) be and is hereby re-appointed as the statutory auditors of the Bank, and shall hold office from the conclusion of this meeting till the conclusion of the next annual general meeting of the Bank, on approved terms of the Reserve Bank of India, at a proposed annual remuneration of ₹ 30,00,000/- (Rupees Thirty Lakhs Only) plus out of pocket expenses and applicable goods and services tax, with the board of directors (the "**Board**") being authorized, on the recommendations of the Audit Committee of the Board, to make such revision to the annual remuneration as it may deem necessary based on regulatory advice or on mutually agreed terms with the statutory auditors."

SPECIAL BUSINESS

4. 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 authorized to appoint, in consultation with statutory auditors, as branch auditors, such persons who are qualified to act as auditors, including statutory auditors, pursuant to Section 143(8) and other applicable provisions of the Companies Act, 2013, for the purpose of audit of the branches of the Bank, 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, if any, in connection with the audit, based on the recommendation of the Audit Committee of the Board."

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

"RESOLVED THAT pursuant to Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other relevant rules thereunder, the Banking Regulation Act, 1949, relevant circulars issued by the Reserve Bank of India (RBI) from time to time, each including any amendments, modifications, variations or re-enactments thereof, and as approved by the Reserve Bank of India under Section 35B of the Banking Regulation Act, 1949, and the recommendation of the Nomination, Remuneration and Compensation Committee of the board and the Board of Directors of the Bank (hereinafter referred to as the "**Board**") consent of members of the Bank be and is hereby accorded for the appointment of **Shri S.Sundar, DIN 08655632** as the Managing Director and Chief Executive Officer ("**MD & CEO**") of the Bank for a period of 11 months from January 01, 2020 till November 30, 2020, or till a regular managing director and chief executive officer takes charge, whichever is earlier (and who will be a director of the



Bank not liable to retirement by rotation), on such terms and conditions, including remuneration, as are set out in the explanatory statement to the resolution as per Item No. 5 of this notice.

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and any other applicable law, the consent of the members of the Bank be and is hereby accorded to the Board to revise the remuneration and perquisite payable to Shri S.Sundar, DIN 08655632 as MD & CEO of the Bank, from time to time.

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

“RESOLVED THAT pursuant to Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Banking Regulation Act, 1949, and the circulars issued by the Reserve Bank of India from time to time, each including any amendments, modifications, variations or re-enactments thereof and the recommendations of the Nomination, Remuneration and Compensation Committee of the board and the Board of Directors of the Bank, **Shri Gorinka Jaganmohan Rao, DIN 06743140**, who was appointed as an additional non-executive and independent director with effect from 02nd December, 2019 and who holds office up to the date of this annual general meeting of the Bank, pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013, be and is hereby appointed as non-executive and independent director of the Bank, for a period of two (2) years from the date of this meeting, and is not 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 pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Banking Regulation Act, 1949, and circulars issued by the RBI from time to time, each including any amendments, modifications, variations or re-enactments thereof, and the recommendations of the Nomination, Remuneration and Compensation Committee of the Board and the Board of Directors of the Bank, **Shri Raghuraj Gujjar, DIN 02734451**, who was appointed as an additional non-executive and non-independent director with effect from 02nd December, 2019 and who holds office up to the date of this annual general meeting of the Bank, pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013, be and is hereby appointed as non-executive and non-independent 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 pursuant to Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Banking Regulation Act, 1949, and the circulars issued by the Reserve Bank of India from time to time, each including any amendments, modifications, variations or re-enactments thereof and the recommendations of the Nomination, Remuneration and Compensation Committee of the Board and the Board of Directors of the Bank, **Shri Shakti Sinha, DIN 02876853**, who was appointed as an additional non-executive and independent director with effect from 02nd December, 2019 and who holds office up to the date of this annual general meeting of the Bank, pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013, be and is hereby appointed as non-executive and independent director of the Bank, for a period of two (2) years from the date of this meeting, and is not 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 pursuant to Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Banking Regulation Act, 1949, and circulars issued by the Reserve Bank of India from time to time, each including any amendments, modifications, variations or re-enactments thereof and the recommendations of the Nomination, Remuneration and Compensation Committee of the Board and the Board of Directors of the Bank, **Shri Satish Kumar Kalra, DIN 01952165**, who was appointed as an additional non-executive and independent director with effect from 02nd December, 2019 and who holds office up to the date of this annual general meeting of the Bank, pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013, be and is hereby appointed as non-executive and independent director of the Bank, for a period of two (2) years from the date of this meeting, and is not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Banking Regulation Act, 1949, and circulars issued by the Reserve Bank of India from time to time, each including any amendments,



modifications, variations or re-enactments thereof and the recommendations of the Nomination, Remuneration and Compensation Committee of the Board and the Board of Directors of the Bank, **Smt. Meeta Makhan, DIN 07135150**, who was appointed as an additional non-executive and independent director with effect from 23rd January, 2020 and who holds office up to the date of this annual general meeting of the Bank, pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013, be and is hereby appointed as non-executive and independent director of the Bank, for a period of two (2) years from the date of this meeting, and is not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the Banking Regulation Act, 1949, and circulars issued by the Reserve Bank of India from time to time, each including any amendments, modifications, variations or re-enactments thereof and the recommendations of the Nomination, Remuneration and Compensation Committee of the Board and the Board of Directors of the Bank, **Shri K.R.Pradeep, DIN 00153097**, who was appointed as an additional non-executive and non-independent director with effect from 23rd January, 2020 and who holds office up to the date of this annual general meeting of the Bank, pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013, be and is hereby appointed as non-executive and non-independent director of the Bank, liable to retire by rotation.”

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**.

“**RESOLVED THAT** pursuant to Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Banking Regulation Act, 1949, and circulars issued by the Reserve Bank of India from time to time, each including any amendments, modifications, variations or re-enactments thereof and the recommendations of the Nomination, Remuneration and Compensation Committee of the Board and the Board of Directors of the Bank, **Shri B.K.Manjunath, DIN 00319891**, who was appointed as an additional non-executive and independent director with effect from 10th June, 2020 and who holds office up to the date of this annual general meeting of the Bank, pursuant to Section 161 and other applicable provisions, if any of the Companies Act, 2013, be and is hereby re-appointed as non-executive and independent director of the Bank, for a period of two (2) years from the date of this meeting, and is not liable to retire by rotation.”

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**.

“**RESOLVED THAT** pursuant to Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Banking Regulation Act, 1949, and circulars issued by the Reserve Bank of India from time to time, each including any amendments, modifications, variations or re-enactments thereof and the recommendations of the Nomination, Remuneration and Compensation Committee of the Board and the Board of Directors of the Bank, **Shri Y.N.Lakshminarayana Murthy, DIN 07534836**, who was appointed as an additional non-executive and independent director with effect from 30th July, 2020 and who holds office up to the date of this annual general meeting of the Bank, pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013, be and is hereby re-appointed as non-executive and independent director of the Bank, for a period of two (2) years from the date of this meeting, and is not liable to retire by rotation.”

14. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to Section 61(1)(a) of the Companies Act, 2013, as amended read with Articles of Association of the Bank and the relevant rules formed thereunder and subject to all other applicable provisions, if any, the authorized share capital of the Bank be increased from ₹ 650,00,00,000/- (Rupees Six Hundred and Fifty Crores Only) divided into 65,00,00,000 equity shares of ₹ 10/- each, to ₹ 1000,00,00,000/- (Rupees One Thousand Crores Only) divided into 100,00,00,000 equity shares of ₹ 10/- each, ranking pari-passu in all respect with the existing equity shares of the Bank.

RESOLVED FURTHER THAT the existing Clause 6 of the memorandum of association of the Bank be amended and shall stand substituted as follows, subject to the approval of the Reserve Bank of India.

- “6. *The liability of the members is limited. The authorized capital of the Bank is ₹ 1000,00,00,000/- (Rupees One Thousand Crores Only) divided into 100,00,00,000 equity shares of ₹ 10/- each.*”

RESOLVED FURTHER THAT Shri K.Hariharan, Chief Financial Officer and Shri N.Ramanathan, Company Secretary, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”



15. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the relevant provisions of the memorandum and articles of association of the Bank, the provisions of Sections 23, 41, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) (the **“Companies Act”**), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (the **“ICDR Regulations”**), the applicable listing agreements entered into by the Bank with the stock exchange(s) where the equity shares of the Bank of face value of ₹10 each (the **“Equity Shares”**) are listed or are currently proposed to be listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification, variation or re-enactment thereof) (the **“Listing Regulations”**), to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999 (including any amendments, statutory modification(s) and / or re-enactment thereof) and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any amendments, statutory modification(s) and / or re-enactment thereof), the Banking Regulation Act, 1949 (including any amendments, statutory modification(s) and / or re-enactment thereof), the Depository Receipts Scheme, 2014 (including any amendments, statutory modification(s) and / or re-enactment thereof) (the **“DR Scheme”**) and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India, Ministry of Corporate Affairs, the Reserve Bank of India, BSE Limited and National Stock Exchange of India Limited (together with BSE Limited, the **“Stock Exchanges”**), the Securities and Exchange Board of India, and / or any other regulatory / statutory authorities, in India or abroad, from time to time, to the extent applicable and subject to the approvals, permissions, consents and sanctions of any regulatory / statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution), the Bank be and is hereby authorised to create, offer, issue and allot (including with provisions for reservations on firm and / or competitive basis, for such part of the issue and for such categories of persons as may be permitted and to provide a discount to the issue price to such categories of persons, as permitted under applicable law) of such number of Equity Shares, Global Depository Receipts (**“GDRs”**), American Depository Receipts (**“ADRs”**), Foreign Currency Convertible Bonds (**“FCCBs”**), fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares, securities or financial instruments convertible into Equity Shares, securities linked to Equity Shares, securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (including non-convertible debt instruments with warrants) or any other eligible securities (hereinafter referred to as **“Securities”**), or any combination thereof, in one or more tranches, in the course of Indian and / or international offering(s) in one or more foreign markets, for cash, at such price or prices, at market price(s) or at a discount, as may be permissible under applicable law or premium to market price(s) in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the merchant banker(s) and / or other advisor(s) or otherwise, upon exercise or conversion of all securities so issued and allotted, for an aggregate amount not exceeding ₹1000 crores (Rupees Thousand crores only) by way of one or more public and / or private offerings, including by way of a further public offer in accordance with the provisions of Chapter IV of the ICDR Regulations, qualified institutions placement in accordance with the provisions of Chapter VI of the ICDR Regulations (**“QIP”**), and / or any other permitted modes through a prospectus and / or an offer document and / or a private placement offer letter and / or such other documents / writings / circulars / memoranda, by way of issue of any Securities, with or without premium, to be subscribed to in Indian and / or any foreign currencies by all eligible investors that may be permitted to invest in such issuance of Securities as per the extant regulations / guidelines, including eligible qualified institutional buyers (**“QIBs”**) as defined in the ICDR Regulations, foreign or resident investors (including institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, Indian and / or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds or any other categories of investors (whether or not such investors are members of the Bank) or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Bank (hereinafter collectively referred to as the **“Investors”**), to all or any of them, jointly or severally through a prospectus / an offer document / placement document and / or other letter or circulars may be deemed appropriate, in the sole discretion by the Board in such manner and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment (considering the prevailing market conditions and other relevant factors), including in relation to, the categories of Investors, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of a green shoe option, if any, exercised by the Bank, and where necessary in consultation with the book running lead manager(s) and / or underwriters and / or stabilizing agent and / or other advisors, whether the Securities will be issued as fully or partly paid-up, making of calls and manner of appropriation of application money or call money in respect of different class(es) of Investor(s) and / or in respect of different Securities, number of Securities to be issued, face value, number of Equity Shares to be allotted on conversion / redemption / extinguishment of debt(s), rights attached to the warrants, period of conversion, fixing of record date or book closure terms, if any, securities premium, or its equivalent amount in such foreign currencies as may be necessary;



at such price or prices, (whether at prevailing market price(s) or at discount or premium to market price(s) permissible under the applicable regulations) as the Board may in its absolute discretion decide, in each case subject to applicable law.

RESOLVED FURTHER THAT the issue of Securities shall be subject to the following terms and conditions: (i) the Equity Shares that may be issued and allotted directly or on conversion of other convertible or exchangeable Securities that may be issued as aforesaid shall be subject to the provisions of the memorandum and articles of association of the Bank and rank *pari – passu* with the then existing Equity Shares in all respects including dividend; and (ii) the number and / or conversion price in relation to Equity Shares that may be issued and allotted on conversion of other convertible Securities that may be issued as aforesaid shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, de-merger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT in case of a further public offer, the Securities shall be issued by the Bank in compliance with Chapter IV of the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as “Eligible Securities” within the meaning rendered to such term under Regulation 171(a) of the ICDR Regulations):

1. the allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of this special resolution of the shareholders of the Bank or such other time as may be allowed under the ICDR Regulations and shall only be made to eligible QIBs within the meaning of ICDR Regulations;
2. the Eligible Securities under the QIP shall be allotted as fully paid up;
3. in the event Equity Shares are issued, the ‘relevant date’ for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members’ approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
4. in the event that Eligible Securities issued are eligible convertible securities, the ‘relevant date’ for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting in which the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;
5. the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
6. any issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Part IV of Chapter VI of the ICDR Regulations (the “**QIP Floor Price**”). The Board may, however, subject to the approval of the shareholders of the Bank, issue Equity Shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price; and
7. the Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the ICDR Regulations.

RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs / ADRs / FCCBs / other Securities convertible into Equity Shares, the Board is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue / offering in respect of such Securities and / or as may be provided in the offer document and / or offer letter and / or offering circular and / or listing particulars.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, issue and allotment of Securities, including authorizing any director(s) or officer(s) of the Bank to sign offer documents, execute any necessary documents, agreements, forms, deeds, appoint intermediaries, open and close the period of subscription, determine the Investors or class(es) of Investors



to whom the offer is to be made, determine the terms and conditions of the issuance of Securities, including the timing, floor price (including any discount thereto, as may be permitted under applicable law) and the issue price in respect of the Securities, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as authorized by the Board or such authorized persons may consider necessary, desirable or expedient, and enter into and execute all such arrangements / agreements as the case may be with any lead managers, managers, underwriters, advisors, lawyers, guarantors, depositories, custodians and all such agencies as may be involved or concerned in such offerings of the Securities and to remunerate all such agencies including payment of commissions, brokerage, fees or the like, and also to seek the listing of such Securities in one or more stock exchanges in India and / or overseas as the case may be.

RESOLVED FURTHER THAT the board of directors of the Bank be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time director(s) of the Bank in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members of the Bank shall be deemed to have given their approval thereto expressly by the authority of this resolution."

16. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, (the "Companies Act"), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the applicable provisions of the Banking Regulation Act, 1949, and the rules, circulars and guidelines issued by the Reserve Bank of India ("RBI") from time to time, each including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force, and all other relevant provisions of applicable law(s), the provisions of the memorandum and articles of association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory authority(ies), including RBI, BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE", and together with the BSE, the "Stock Exchanges"), the approval of the members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as "Board" and which term shall be deemed to include any Committee of the Board or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013) for borrowing / raising of funds in Indian / foreign currency by issue of debt securities including but not limited to refinance from term lending institutions and non-convertible debentures, bonds (including bonds forming part of Tier I capital / Tier II Capital in accordance with and subject to the terms and conditions specified in the Basel III Capital Regulations prescribed by RBI, long terms infrastructure bonds or such other bonds as may be permitted by RBI from time to time), or a combination thereof, in domestic and / or overseas market, on a private placement basis and / or for making offers and / or invitations therefor and / or issue(s) / issuances therefor, on private placement basis, for a period of one year from the date hereof, in one or more tranches and / or series and under one or more shelf disclosure documents and / or one or more letters of offer and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor etc., as deemed fit by the Board, as per the structure and within the limits permitted by RBI, of an amount not exceeding ₹500 crores (Rupees Five Hundred crores only), in aggregate for additional Tier I and / or Tier II capital within the overall borrowing limits of the Bank, as approved by the members of the Bank from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, modify and finalize the terms and conditions of the debt securities and sign the relevant documents / agreements in connection with the private placement of the debt securities, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required, and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering(s), issuance(s) and / or allotment(s) on private placement of debt securities by the Bank and to further delegate the above powers to any Committee of Directors or any whole-time director of the Bank in such manner as the Board may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of giving effect to this resolution and settle any questions or difficulties that may arise in this regard without being required to seek any further consent or approval of the members of the Bank or otherwise to the end and intent that the members of the Bank shall be deemed to have given their approval thereto expressly by the authority of this resolution".

17. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the resolution passed at the 87th Annual General Meeting held on 26th September, 2014, subject to the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), including the regulations, guidelines and circulars issued thereunder, the Companies Act, 2013, to the extent applicable, Banking Regulation Act, 1949, to the extent applicable, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated Foreign Direct Investment Policy Circular of 2017, as amended, Master Directions of the Reserve Bank of India on Foreign Investment in India and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Department of



Financial Services, Ministry of Finance ("DFS"), Government of India, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and applicable rules, regulations, guidelines, circulars, policies and laws, as applicable, each including any modifications or re-enactment(s) thereof, from time to time, and subject to all applicable approval(s), permission(s), sanction(s), consent(s) and intimation(s), as may be required, and subject to such condition(s) as may be prescribed by the RBI or any other the relevant authorities, while granting such approval(s), permission(s), sanction(s) and consent(s), as may be required, the consent of the members of the Bank be and is hereby accorded to permit foreign investors including FPI's and NRI's to acquire shares of the Bank by purchase or acquisition on the recognized Stock Exchanges, subject to the condition that the individual holding of the above investors shall not exceed 5% of the paid up capital which is subject to the regulatory approval and the total holding of all eligible foreign investors shall not exceed an aggregate limit of 74% of the total paid up share capital of the Bank, within which the aggregate NRI holding shall not exceed 24%, both of which may be increased to such other maximum limit as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the object of the above resolution."

BY ORDER OF THE BOARD
For THE LAKSHMI VILAS BANK LIMITED

N.RAMANATHAN
Company Secretary
ACS No. 28366

Place: Chennai
Date: 26.08.2020

Notes:

1. In view of the current extraordinary circumstances due to the COVID-19 pandemic prevailing in the country and continuing restrictions on movement of persons at several places and social distancing norms, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 had permitted companies to hold annual general meeting through VC or OAVM. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable circulars and notifications issued by the Regulators, this annual general meeting of the Bank ("AGM") will be held through VC or OAVM.
2. In compliance with the aforesaid MCA Circular, read with the circulars dated April 8, 2020, April 13, 2020 issued by the MCA and in accordance with circular dated May 12, 2020, issued by the Securities and Exchange Board of India providing relaxations to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively, the "Applicable Circulars"), notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode (no printed copies will be sent) to those Members whose email addresses are registered with the Registrar/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Bank's website www.lvbank.com, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
3. In compliance with the Applicable Circulars, the Company has also published a public notice by way of an advertisement on 29th August, 2020 in Business Standard (All India Edition) and "Dinamani" (Trichy Edition), advising the members whose e-mail ids are not registered with the Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
4. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, pertaining to the special business contained in Item No.4 to 17 above is annexed herewith.
5. The Additional information pursuant to Regulation 26(4) & 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in compliance of SS – 2 - Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI) as amended in respect of the Director seeking re-election vide Item No.2 are detailed elsewhere in the Notice. The additional information for Item Nos. 5 to 17 are provided as a part of the explanatory statement. The Directors have furnished the requisite documents for appointment as are applicable.
6. In case of joint holders participating the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
7. All relevant documents referred to in the Notice are available for electronic inspection by the members without any fee from the date of circulation of this Notice upto the date of the AGM. Members seeking to inspect such documents can send an email to secretarial@lvbank.in / Investorgrievances@lvbank.in stating their folio number / DP & Client ID and the documents they wish to inspect.



8. As per Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote instead of him / her. However, since this AGM is held through VC/OAVM, where physical attendance of members has been dispensed with, there is no requirement for appointment of proxies, as per the MCA Circular dated 08th April, 2020. **Accordingly, the facility of appointment of proxies by members will not be available for this AGM.** Hence, Proxy Form and Attendance Slip are not enclosed with this notice. However in pursuance of Section 112 & Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.
9. Corporate member who intends to authorize their representative(s) to attend the Annual General Meeting through VC/OAVM and vote on their behalf should attach / send the certified true copy of the Board Resolution authorizing them to attend and vote on their behalf to jmacsassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
10. In compliance of SEBI direction to all listed companies to maintain all works relating to share registry – both physical and electronic at single point i.e. either in house or by SEBI Registered “Registrar & Transfer Agent (RTA)”, Bank has appointed M/s. Integrated Registry Management Services Private Limited, Chennai as Share Transfer Agent for both physical and demat segments with effect from 30th January, 2003.

Address of Share Transfer Agent:

M/s. Integrated Registry Management Services Private Limited
II floor, “Kences Towers”, No.1 Ramakrishna Street,
North Usman Road, T.Nagar, Chennai – 600 017
Ph: 044-28140801/2/3 Fax: 28142479
Email: lvb@integratedindia.in

11. Members are requested to notify any change in their address along with their pincode immediately to Share Transfer Agent and in case their shares are held in demat form; this information should be sent to the concerned Depository Participant.
12. Shareholders who hold shares in physical form may avail of the Nomination Facility at any time by submitting Form No.SH – 13 as prescribed under Section 72 of the Companies Act, 2013. While the Form is available in the MCA website, the form may also be obtained from our Registrar & Share Transfer Agent, M/s. Integrated Registry Management Services Private Limited. The duly filled in form should be submitted to our Registrar & Share Transfer Agent for registering the nomination.

Shareholders holding shares in demat mode are requested to contact their Depository Participants directly for recording their nomination.

13. Unclaimed Dividends

Shareholders and Beneficial owners who have not so far encashed / claimed the dividends for the last 7 years i.e. from 2012-2013 to 2016-2017 have to submit the dividend warrant(s) if any available with them for revalidation to the Registrar & Share Transfer Agent, M/s. Integrated Registry Management Services Private Limited, II Floor, “Kences Towers”, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017. Shareholders who have lost the dividend warrants / not claimed their dividends from the year 2012-13, for any assistance / clarifications, are requested to approach the Bank at its Secretarial Department at the Corporate Office / Registered Office or the Share Transfer Agent at the above address for further details and for making a valid claim for the unclaimed dividends. In terms of Section 124(5) read with Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, (‘IEPF Rules’), as amended, all shares in respect of which dividend has not been claimed by the shareholders for last seven consecutive years shall be transferred by the Bank in the name of Investor Education and Protection Fund and credited to the DEMAT account of the IEPF Authority. In line with the applicable proviso, the Bank has transferred the shares pertaining to the unclaimed dividend for the years 2011-12 to the IEPF Authority. The details of the unclaimed dividend are available in the website of Investor Education and Protection Fund as well as the website of our Bank and the shareholders may verify their details from the said websites and approach us for claim.

In this regard, the Bank has sent individual notices on 10th July 2020 to the latest available addresses to those shareholders whose dividends are lying unclaimed since 2012-13 for the last 7 consecutive years advising them to immediately claim the dividends from the financial year 2012-13 onwards in order to avoid transfer of the concerned shares to IEPF account. In the event of failure to claim the dividends as aforesaid, the Bank will transfer the concerned shares in respect of which the dividends are lying unpaid to the IEPF account (in Dematerialized form) as provided in the IEPF Rules.

In case of non-receipt of any valid claim requests from the concerned on or before 04.09.2020, the Bank will transfer the underlying shares to the IEPF account as provided in the IEPF Rules.

Further, in terms of the IEPF Rules, the statement containing the details of name, folio number, demat account number and number of shares due for transfer is available in our website www.lvb.com. Shareholders may note that pursuant to



Section 124(6) of the Companies Act, 2013, as amended, read with Rule 7 of IEPF Rules, shares which have been transferred to the IEPF suspense account may be claimed by the concerned by filing of Form IEPF 5 and by following the procedure as provided in the IEPF Rules. The Bank has also appointed nodal officer and deputy nodal officer for the purpose of coordination with IEPF authority. The contact information of the nodal officer has been made available online as per the IEPF Rules and can be accessed at <https://www.lvbank.com/shareholder-info.aspx>.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Bank or with our Registrar & Transfer Agent, M/s. Integrated Registry Management Services Private Limited, Chennai. In line with SEBI directive, shareholders holding shares in physical form and who have not updated their PAN and Bank Account details with the Bank shall be subject to enhanced due diligence by the Bank i.e., any transaction in such physical securities shall attract enhanced supervision by the Company (Bank) and RTA.
15. Green Initiatives in Corporate Governance – Shareholders who have not registered their email address so far are requested to register their email address (for demat holders - with their respective DPs and for holders in physical form - with our Registrar & Transfer Agent, M/s. Integrated Registry Management Services Private Limited, Chennai) to enable to send all future correspondence through email.
16. Electronic copy of the Annual Report for the year 2019-20, Notice of the 93rd Annual General Meeting of the Bank inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Registrar and Share Transfer Agent/ Depository Participant(s) for communication purposes.
17. The members may note that attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 as per MCA Circular dated 08th April, 2020.
18. In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. However, please note that pursuant to the Applicable Circulars, large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee of the Board, Nomination, Remuneration and Compensation Committee of the Board and Stakeholders Relationship Committee, auditors, etc., may be allowed to attend the meeting without restriction on account of first-come first served principle.
19. Members may also note that the Notice of the 93rd Annual General Meeting and the Annual Report for 2019-2020 will also be available on the Bank's website www.lvbank.com for their download. For any communication, the shareholders may also send requests to the Bank's investors grievance email id: investorsgrievances@lvbank.in.
20. **Voting through electronic means**
In compliance with provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Bank is pleased to provide members holding shares in physical or dematerialized form, facility to exercise their right to vote at the 93rd Annual General Meeting (AGM) by electronic means through 'Remote e-Voting' services provided by National Securities Depository Limited (NSDL). The "cut-off date" for the "Remote e-Voting" is 18th September, 2020. The instructions for e-voting are given at the end of this notice. Consequently, as per the applicable statutory provisions, voting by show of hands will not be available to the shareholders at the 93rd Annual General Meeting.
21. In Compliance with the Companies (Management and Administration) Amendment Rules, 2015 and in compliance with the MCA circular dated 08th April, 2020, the Bank is also pleased to offer the facility for voting through electronic voting system from NSDL at the AGM. The Shareholders, who are eligible to vote as on the "cut-off" date being 18th September, 2020, but have not exercised their right to vote through pe-voting shall cast their votes at the AGM through electronic voting system for all the resolutions set out in the Notice. Shareholders who have exercised their right to vote through e-voting may attend the AGM through VC/OAVM but shall not be entitled to vote through electronic voting system at the AGM. A person who is not a Member as on the cut-off date should treat the Annual Report of the Bank for the Financial Year 2019-20, the Notice of the 93rd Annual General Meeting and Explanatory Statement for information purposes only.
22. By virtue of clause 127 (2) of the Articles of Association of the bank, no suit or other proceeding by or at the instance of any Member of the Bank relating to any General Meeting of the Bank, whether Annual General Meeting or Extraordinary General Meeting or meetings of Board or Committee of Directors, seeking any direction with reference to such meeting or to restrain any proceedings thereat or the passing of any resolution or the transaction of any business shall be instituted in any Court other than the Courts in Karur / Chennai which is the places of residence of the Bank for this purpose by reason of location of its Registered Office / Corporate Office respectively.



23. The Bank's shares are traded in demat form in the Stock Exchanges "The National Stock Exchange of India Limited" & "BSE Limited". SEBI vide notification dated June 8, 2018, had amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended wherein except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a Depository. From April 1, 2019, transfer of shares in physical form is not permitted. Hence, you are requested to note the same and take necessary steps to dematerialize your shares that are held in physical form.
24. As the AGM will be held through "VC" / "OAVM", the Route Map is not annexed with this Notice.

Additional information pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with SS – 2 - Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI) in respect of the Director seeking re-election.

Item No. 2

Re-appointment of Shri N.Saiprasad, Director:

Shri N.Saiprasad, DIN 00137910, aged about 56 years belongs to the promoter group of the Bank. He holds Master's Degree in Science and Master of Business Administration. He is a Non-Executive & Non-Independent Director. He has been associated with the Bank since 30.03.2019 in his present term. He has been appointed as Director under Minority Category specializing in Business category as per the provisions of Section 10A 2(a) of Banking Regulation Act, 1949. In the past, he had served on the Board of the Bank from 28.03.1990 to 25.03.1998 and from 20.03.2006 to 05.03.2014. He has about 31 years of business experience in Textile Industry. Currently, he is the Managing Partner in M/s.Venkateswara Exports, Karur and he is also a partner in few other firms.

The Board Committee membership details of Shri N.Saiprasad as on March 31, 2020 is as follows:

S. No.	Name of the Board Committees	Member / Chairman
1	Stakeholder Relationship Committee	Chairman
2	Nomination, Remuneration & Compensation Committee	Member
3	Management Committee	Member
4	HR Committee of the Board	Member

Further, he does not hold any directorship in any other Company as on 31.03.2020. He holds 63,865 equity shares in the bank as on 31.03.2020.

Being a Non-Executive and Non-Independent Director, Shri N.Saiprasad does not draw any remuneration from the Bank apart from the sitting fees paid for attending the Board / Board Committee meetings.

The details of his Board / Board Specialized Committee meetings attendance during the year 2019-20 are as follows:

No. of Board Meetings entitled to attend	No. of Board Meetings Attended	Percentage of attendance in Board meetings	No. of committee meetings entitled to attend	No. of Committee Meetings attended	Percentage of attendance in Committee meetings
27	27	100%	36	31	86.11%

In the opinion of the Board, associating with Shri N.Saiprasad has been and further will be of immense benefit to the Bank on account of his business knowledge and long standing experience with the Bank and it is desirable to continue to avail services of Shri N.Saiprasad as a Non-Executive and Non-Independent Director liable to retire by rotation. Accordingly, the Board recommends the resolution in relation to re-appointment of Shri N.Saiprasad as Non-Executive and Non-Independent Director, for the approval by the shareholders of the Bank as an **Ordinary Resolution**.

Shri N.Saiprasad is not related to any other Directors in the Bank and none of the Directors and Key Managerial Personnel of the bank and their relatives other than Shri N.Saiprasad is concerned or interested, financial or otherwise, in this resolution.