



The General Manager Department of Corporate Services National Stock Exchange of India Exchange Plaza, C-1-Block G Bandra Kurla Complex, Bandra-E Mumbai - 400 051	The General Manager Department of Corporate Services BSE Limited Listing Department Phiroze Jeejeeboy Tower Dalal Street, Fort Mumbai - 400 001
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Dear Sir,

Sub: Revised Notice of the Eighty-Eighth Annual General Meeting.

The Board of Directors of the Bank at their meeting held on July 23, 2015 had approved the AGM Notice and other documents and the same was informed to the Stock Exchanges and the notice was duly dispatched to the Shareholders on 5th August 2015. Meanwhile, the Board of Directors, on August 08, 2015 has approved an amendment to the Notice and Explanatory Statement by including an Item No. 8 – Approval for borrowing/raising funds in Indian/Foreign currency by issue of debt securities up to ₹ 500 Crores to eligible investors on private placement basis.

Accordingly, the revised notice being issued to the members after including Item No. 8 is enclosed for your kind information and records.

Thanking you,

Yours faithfully,

N. Ramanathan
Company Secretary



THE LAKSHMI VILAS BANK LIMITED

CIN No. 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

REVISED NOTICE TO THE MEMBERS

Notice is hereby given that the 88th Annual General Meeting of the Members of The Lakshmi Vilas Bank Limited will be held at the Registered Office of the Bank, Salem Road, Kathapara, Karur – 639 006 on Thursday, 03.09.2015 at 10:00 AM to transact the business mentioned below.

The Board of Directors of the Bank at their meeting held on July 23, 2015 had approved the AGM Notice and other documents and the same was intimated to the Stock Exchanges and the notice was duly dispatched to the Shareholders on 5th August 2015. Meanwhile, the Board of Directors, on August 08, 2015 has approved an amendment to the Notice and Explanatory Statement by including an Item No. 8 – *Approval for borrowing / raising funds in Indian / Foreign currency by issue of debt securities up to ₹ 500 Crores to eligible investors on private placement basis.*

Accordingly, this revised notice is being issued to the members after including Item No. 8.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements of the bank for the year ended 31st March 2015 and the Report of the Directors' and the Auditors' thereon.
2. To declare dividend.
3. To appoint a Director in the place of **Shri. S. G. Prabhakaran, (DIN 00005140)** who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 139 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, including statutory modifications(s) or re-enactment(s) thereof for the time in force, and rules, circulars, guidelines issued by the Reserve Bank of India as applicable, M/s. R K Kumar & Co, Chartered Accountants, Chennai, Firm Registration No.001595S be and are hereby appointed as Statutory Auditors of the Bank to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting, subject to the approval of the Reserve Bank of India on such remuneration and reimbursement of out-of-pocket expenses, if any, 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 authorized 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 143(8) and other applicable provisions of the Companies Act, 2013 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, if any 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 pursuant to the provisions of Sections 149, 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 and pursuant to the Section 10A (2) (a) of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Smt. E. V. Sumithasri, (DIN 07087197)** be and is hereby appointed as an Independent Director of the Bank and shall hold office up to a period of **two years** and the provisions of Sec.152 (6) and (7) in respect of retirement of directors by rotation shall not be applicable to her, since being an independent director."



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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other rules as may be issued from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of Memorandum & Articles of Association of the Bank, the Listing Agreement entered into with the Stock Exchanges (Stock Exchanges), the provisions of Securities and Exchange Board of India (“SEBI”) Act 1999, as amended from time to time, Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, (“SEBI ICDR Regulations”), as amended, Foreign Exchange Management Act (FEMA) 1999, as amended from time to time, and any other statutory guidelines/regulations, if any, prescribed by the SEBI, Reserve Bank of India (RBI), the Stock Exchanges, the Government of India (“GOI”) or any other relevant authority from time to time, to the extent applicable, and subject to such approvals, consents, permissions, and sanctions as may be required and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as “Board” which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Bank be and is hereby accorded to the Board to create, issue, offer and allot, up to 4,25,00,000 Equity Shares of Rs.10/- each or hybrid instruments / securities resulting in, up to 4,25,00,000 Equity shares of Rs.10/- each (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted) in the course of one or more public or private offerings in domestic and/or international market(s), either in the form of Qualified Institutional Placement (QIPs) to Qualified Institutional Buyers (QIBs) and/ or Equity Shares through Depository Receipts, including in the form of Global Depository Receipts (GDRs) and /or American Depository Receipts (ADRs) to eligible investors (whether residents and/or non-residents and/or strategic investors and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/ or stabilization agents and/or mutual funds and/or venture capital funds, and/or Indian and/ or multi-lateral financial institutions or otherwise, and irrespective of whether or not such investors are members of the Bank, through prospectus and/or letter of offer or circular and /or on public and/or private, such issue and allotment to be made at such time(s) in one or more tranches, at such price or prices, in such manner, on such terms and conditions as the Board, may in its absolute discretion, decide at the time of issue of the aforesaid Securities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/conversion/exercise/redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations and the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in case of QIP issue the relevant date for determination of the floor price of the Equity Shares to be issued shall be -

- I. in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue.
- II. in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, etc.

RESOLVED FURTHER THAT the Bank and/or any agency or body or persons authorised by the Board, may issue Equity Shares and/or Depository Receipts representing the underlying Equity Shares in the Capital of the Bank or such other Securities in negotiable, registered or bearer form (as may be permissible) with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations (including listing on one or more stock exchanges in and/ or outside India).



RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of Equity Shares and/ or Depository Receipts shall be as per the applicable guidelines of Securities and Exchange Board of India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities referred to above and as may be necessary in accordance with the terms of the offer, subject to the provisions of Memorandum and Articles of Association of the Bank or other applicable legal provisions and shall rank *pari passu* inter se with the then existing equity shares of the Bank in all respects including as to dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorized on behalf of the Bank, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in this regard in its absolute discretion and deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Executives of the Bank.”

8. 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 provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the applicable provisions of the Banking Regulation Act, 1949, as amended, and the rules, circulars and guidelines issued by Reserve Bank of India (“RBI”) from time to time (including any statutory amendment(s) or modification(s) or reenactment(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 or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded for borrowing/raising funds in Indian/ foreign currency by issue of debt securities including but not limited to non-convertible debentures, bonds (including bonds forming part of Tier I/ Tier II capital in accordance with and subject to the terms and conditions specified in the Basel III Capital Regulations prescribed by RBI, long-term infrastructure bonds or such other bonds as may be permitted by RBI from time to time) upto ₹ 500 Crores (Rupees Five Hundred Crores Only) (collectively the “debt securities”) by the Bank, in one or more tranches and/or series, in domestic and /or overseas market, as per the agreed structure permitted by RBI and other regulatory authorities, to eligible investors on private placement basis during a period of one year from the date of passing of this resolution, within the overall borrowing limits of the Bank, as approved by the Members, from time to time.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “Board”) of the Bank or any Committee of the Board or such other persons as may be authorized by the Board, be and are 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, in connection with 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 personnel of the Bank to act on their behalf as they may deem fit and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution.”

BY ORDER OF THE BOARD
For THE LAKSHMI VILAS BANK LIMITED

Place : Chennai
Date : 08.08.2015

N. RAMANATHAN
Company Secretary
ACS No. 28366

Notes:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, pertaining to the special business contained in Item No. 5 to 8 above is annexed herewith.
2. The Additional information pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges in respect of the Director seeking re-election vide Item No.3 are detailed in the Explanatory Statement. The Director has furnished the requisite declaration for his appointment/re-appointment.
3. All relevant documents referred to in the Notice are open for inspection at the Registered Office of the Bank on all working days between 11.00 a.m. to 01.00 p.m. upto the date of the Annual General Meeting.



4. 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. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE BANK. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE BANK. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE BANK, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
5. The Register of Members and the Share Transfer Books of the Bank remained closed from 19.06.2015 to 23.06.2015 (both days inclusive).
6. Dividend, if declared, will be paid to those members holding physical shares whose names stand on the Register of Members of the Bank as on 23.06.2015 and in case of dematerialized shareholders, to those Beneficial owners whose names stand on the records of the Depositories as at the close of working hours on 18.06.2015, subject to the relevant provisions of Companies Act, 2013.
7. 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 Enterprises (India) Limited, Chennai-600 017 as Share Transfer Agent for both physical and demat segments with effect from 30.01.2003.

Address of Share Transfer Agent:

M/s Integrated Enterprises (India) Limited
II floor, “Kences Towers”, No.1 Ramakrishna Street,
North Usman Road, T.Nagar, Chennai – 600 017
Ph: 044-28140801/2/3 Fax: 28142479/28143378
Email: corpseiv@integratedindia.in

8. Members are requested to notify any change in their address along with the pin code 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.
 9. With a view to provide protection against fraudulent encashment of dividend warrants, members holding shares in physical form are requested to provide, if not already provided earlier, their bank account numbers, name and address of the bank and branch, to Share Transfer Agent, M/s. Integrated Enterprises (India) Limited, Chennai-600 017 to incorporate the said details on the dividend warrants. Members will appreciate that the bank will not be responsible for any loss arising out of fraudulent encashment of the dividend warrants.
- 10. Unclaimed Dividends:**
- a) Shareholders and Beneficial owners who have not so far encashed/claimed the dividends for the last 7 years i.e. from 2007-2008 to 2013-2014 have to submit the dividend warrant(s) if any available with them for revalidation to the Registrar & Share Transfer Agent, M/s. Integrated Enterprises (India) Ltd, II Floor, “Kences Towers”, No. 1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017. Shareholders who have lost the dividend warrants are advised to execute the indemnity bond and send to the Registrar.
 - b) In terms of Section 125 of the Companies Act, 2013 the dividend 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 dividend(s) are transferred to such fund. The details of the unclaimed dividend of the shareholders are uploaded in the website of Investor Education and Protection Fund as well as the website of the Bank and the shareholders may verify their details from the said websites.
11. 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.
 12. 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 Enterprises (India) Ltd, Chennai).
 13. Electronic copy of the Annual Report for 2014-2015 is being sent to all the members whose email IDs are registered with the Bank/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-2015 is being sent in the permitted mode.



14. Electronic copy of the Notice of the 88th Annual General Meeting of the Bank *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Bank/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 88th Annual General Meeting of the Bank *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 88th Annual General Meeting and the Annual Report for 2014-2015 will also be available on the Bank's website www.lvbank.com for their download. The physical copies of the aforesaid documents will also be available at the Bank's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Bank's investor email id: Investorsgrievances@lvbank.in
16. **Voting through electronic means:**

In compliance with Section 108 of the Companies Act, 2013 and Clause 35B of the Listing Agreement read with The Companies (Management and Administration) Rules 2014 as amended from time to time, the Bank is pleased to provide members holding shares in physical or dematerialized form, facility to exercise their right to vote at the 88th Annual General Meeting (AGM) by electronic means through 'Remote e-Voting' Services provided by Central Depository Services Limited (CDSL).

The "cut-off date" for the 'Remote e-Voting' is Thursday, 27.08.2015. The instructions for the 'Remote 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 88th Annual General Meeting.
17. **Voting through Postal Ballot:**

The bank is providing the facility of ballot form in terms of Clause 35B of the Listing Agreement, to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form along with the postage prepaid envelope and the instructions are enclosed along with the Annual Report. The last date for receiving the ballot form will be 02.09.2015 at 5.00 p.m. Ballot forms received after this date shall not be considered.

The Shareholders may opt only for one mode of voting i.e., either by Postal Ballot or through e-voting. In case of shareholders casting their vote by both postal ballot and e-voting, then only the votes cast through e-voting shall prevail and the votes cast through postal ballot shall be treated as invalid.
18. In Compliance with the Companies (Management and Administration) Amendment Rules, 2015, the Bank is pleased to offer the facility for voting through physical ballot at the AGM. The Shareholders, who are eligible to vote as on the "cut-off" date being Thursday, 27.08.2015, but have not exercised their right to vote either through e-voting or through postal ballot shall cast their votes at the AGM through Physical Ballots for all the resolutions set out in the Notice. Shareholders who have exercised their right to vote either through e-voting or through postal ballot may attend the AGM but shall not vote at the AGM.
19. By virtue of clause 31 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 which is the place of residence of the Bank for this purpose by reason of location of its Registered Office.
20. The bank's shares are traded in demat form in the stock exchanges. For your own safety and other benefits in demat form, the shareholders holding shares in physical form are requested to dematerialize their shares and get the benefits by holding the shares in demat form.

**Additional information pursuant to Clause 49 of the Listing Agreement with National Stock Exchange Limited, Mumbai & Bombay Stock Exchange Ltd, Mumbai in respect of the Director seeking re-election.****Item No. 3**

Shri. S. G. Prabhakaran, (DIN 00005140), aged about 60 years is one of the promoter directors of the Bank. He is a Non-Independent and Non-Executive Director. He has been associated with the Bank since June 23, 2009. He was also one of the Directors in the Bank's Board from 24.06.1998 to 18.03.2006. He holds a Bachelor's degree in Commerce and Law. He is also an Associate Member of the Institute of Company Secretaries of India.

As on March 31, 2015, Shri. S.G. Prabhakaran was a member of Integrated Risk Management Committee, Management Committee of the Board, Capital Raising Committee of the Bank's Board and he is also the Chairman of Corporate Social Responsibility Committee.

The details of Directorships held by Shri. S.G. Prabhakaran in other Companies as on 31.03.2015 are provided hereunder:

Sl. No.	Name of other Companies in which he is a Director
1.	M/s. XS Real Properties Private Limited
2.	M/s. RoyalSoft Services Limited
3.	M/s. Ariston Capital Asset Holdings Private Limited

As on March 31, 2015, Shri. S.G. Prabhakaran holds 4004 equity shares in the bank.

None of the directors and Key Managerial Personnel other than Shri. S.G. Prabhakaran is concerned or interested in this resolution.

Note on appointment of Statutory Central Auditors:**Item No. 4**

M/s. R.K. Kumar & Co, Chartered Accountants Chennai were appointed as the Statutory Central Auditors by the Members at the Eighty-Seventh Annual General Meeting held on 26.09.2014 to hold office from the conclusion of the 87th Annual General Meeting till conclusion of the 88th Annual General Meeting. In terms of Section 139 of the Companies Act, 2013 the approval is being sought from the Members for the re-appointment of M/s. R.K. Kumar & Co, Chartered Accountants as the Statutory Central Auditors for the financial year 2015-2016.

Accordingly your Bank proposes to appoint M/s. R K Kumar & Co, Chartered Accountants, Chennai, Firm Registration No. 001595S to hold office from the conclusion of this AGM till the conclusion of next AGM as set out in item No.4 of the Notice.

None of the Directors and Key Managerial Personnel is in anyway concerned or interested in this resolution.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**Item No. 5**

In terms of Section 143(8) of the Companies Act, 2013, 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 of the bank and Key Managerial Personnel of the bank and their relatives are interested in this resolution.

Item No. 6

Smt. E. V. Sumithasri (DIN 07087197) aged about 43 years was first appointed as an Additional Director on 10.03.2015 pursuant to the provisions of Article 17(b) of the Bank, Clause 49 I(A) of the Listing Agreement and Section 149(5) of the Companies Act, 2013 and holds office up to the date of 88th Annual General Meeting.

On approval of the resolution, Smt. E.V. Sumithasri will be serving as an Independent Director of the Bank up to a period of two years.



She holds a Master's of Science Degree from University of Connecticut specializing in Computer Science and Engineering. She also holds a bachelor's degree in Engineering (Computer Science) from University of Visvesvaraya College of Engineering. She is presently occupying the position of Vice President, Global Head of Value Partnerships at SAP. She has around 20 years of experience in areas including business management, management consulting, IT architecture and executive communication. She does not hold any directorship in other companies in India/Abroad as on 31.03.2015.

In the opinion of the Board, Smt. E. V. Sumithasri fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the bank and is independent of the management. Further she also fulfills the provisions Clause 49 I(A) of the Listing Agreement relating to appointment of Women Director in the Board and Section 10A(2a) of the Banking Regulation Act, 1949 by virtue of her specialization in the Majority Sector under Information Technology Category. The Board considers that her continued association would be of immense benefit to the Bank and it is desirable to continue to avail services of Smt. E.V. Sumithasri as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Smt. E.V. Sumithasri as an Independent Director, for the approval by the shareholders of the Bank.

Smt. E.V. Sumithasri is not a Director in any other Company. As on March 31, 2015, Smt. E.V. Sumithasri was the member of Stakeholders Relationship Committee, Infrastructure Development Committee, IT Strategy Committee and Corporate Social Responsibility Committee of the Bank's Board and she does not hold chairpersonship in any Board Committees. As on March 31, 2015, she does not hold any shares in the Bank.

Except Smt. E.V. Sumithasri being an appointee, none of the Directors and Key Managerial Personnel of the bank and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 7

The Bank intends to raise funds for augmenting Tier I capital in line with growth in our Business, its expanding business requirements by issue of securities in the domestic/ international markets. The proposed resolution at Item no. 7 seeks the enabling authorization to the Board of Directors of the Bank, to raise Tier I capital through the issue of Equity Shares in the domestic and/or international markets in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board, to the various categories of investors. In the best interest of the Bank, the above enabling resolution is being proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issues.

As per the provisions of Section 62 of the Companies Act, 2013 and such other provisions as may be applicable, the above proposal requires the approval of the members by way of Special Resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 7 of the accompanying notice for the approval of members.

The directors or the Key Managerial Personnel or their relatives of the bank may be deemed to be concerned or interested in the resolution to the extent of securities that may be subscribed to by the companies/institutions of which they are directors or members.

Item No. 8

Your Bank has been borrowing funds to meet the capital adequacy norms within the limits approved by you by way of issuance of various debt securities (bonds/ debentures) as permitted by Reserve Bank of India ("RBI") and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable laws, from time to time.

In terms of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make private placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a special resolution, for each of the offers or invitations / subscriptions. In case of offer or invitation for subscription of non-convertible debentures, it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitation for subscription of such debentures during the year.

The Bank has already proposed and included an agenda in the Notice of the Eighty-Eighth Annual General Meeting issued for obtaining the approval of Members for raising capital through QIPs, GDR, ADRs etc. The Bank would further, at appropriate times, raise the funds by way of issue of debt securities, under the above approval of Members over a period of time as approved by the Members. In order to facilitate the raising of funds by way of issue of debt securities, it would be necessary to have the approval of Members without interruption. Therefore, in order to avoid reaching out to the Members by way of Postal Ballot between the AGMs and the costs relating thereto, it would be appropriate to have the Members' approval in this AGM.



Further, considering the attractive features of the revised guidelines issued by RBI on issue of long term bonds / Basel III Tier I / Tier II bonds and the fact that these bonds will also assist the Bank in reducing asset-liability mismatches, the Board of Directors has proposed to obtain the consent of the Members of the Bank for borrowing/ raising funds in Indian / foreign currency by issue of debt securities pursuant to the relevant provisions of the applicable circulars or guidelines issued by RBI, upto ₹ 500 Crores (Rupees Five Hundred Crores Only), in one or more tranches in domestic and /or overseas market, as per the structure permitted by RBI and other regulatory authorities, to eligible investors on private placement basis, on such terms and conditions as the Board of Directors or any Committee(s) thereof or such other persons as may be authorized by the Board, from time to time, determine and consider proper and appropriate for the Bank. The Resolution under Section 42 of Companies Act, 2013 shall be valid for a period of one year from the date of passing of this resolution.

The pricing of the debt securities referred above depends primarily upon the rates prevailing for risk free instruments, rates on other competing instruments of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and investor regulations which enable investments in such instruments. Further, debt securities would be issued for cash either at par or premium or at discount to the face value depending upon the prevailing market conditions, as permitted under the Laws.

Accordingly, the approval of Members is being sought by way of special resolution as set out at in Item No. 8 of this Revised Notice dated 08.08.2015.

The directors or the Key Managerial Personnel or their relatives of the bank may be deemed to be concerned or interested in the resolution to the extent of securities that may be subscribed to by the companies/institutions of which they are directors or members.

**BY ORDER OF THE BOARD
For THE LAKSHMI VILAS BANK LIMITED**

Place : Chennai
Date : 08.08.2015

N. RAMANATHAN
Company Secretary
ACS No. 28366



E – Voting

Dear Shareholders,

In terms of Sections 107 and 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules 2015, the Bank is providing the e-voting facility to its members holding shares in physical or dematerialized form as on 27.08.2015, to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. The Bank has appointed Mr. K. Muthusamy, Practicing Company Secretary (CP No. 3176) as the scrutinizer for conducting the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of atleast two witnesses not in the employment of the Bank and make a scrutinizer's report of the votes cast in favour or against, if any forthwith to the Chairman. The results shall be declared on or after the AGM of the Bank. The results declared along with the Scrutinizer's Report shall be available on the Bank's website within two (2) days of passing of the resolution at the AGM of the Bank and communicated to the Stock Exchange/s.

The Bank has engaged the services of CDSL as the authorized agency to provide the e-voting facilities.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 31.08.2015 at 10.00 AM and ends on 02.09.2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27.08.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

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

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for



resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



LAKSHMI VILAS BANK

THE LAKSHMI VILAS BANK LIMITED

CIN No. 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

POSTAL BALLOT FORM

1	Name of Sole / First Member	
2	Name(s) of Joint Member(s), if any	
3	Registered Folio No. / DPID No. / Client ID No.	
4	No. of Shares held	

I/We hereby exercise our right to vote in respect of the Resolution(s) for the business stated in the AGM Notice dated 23.07.2015 of the Bank by conveying my/our assent or dissent to the said resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	Type of resolution (Ordinary / Special)	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent from the resolution (AGAINST)
1	Adoption of audited financial statements of the bank for the year ended 31 st March 2015 and the Report of the Directors' and the Auditors' thereon.	Ordinary			
2	Declaration of Dividend on equity shares.	Ordinary			
3	Appointment of Director in place of Shri. S. G. Prabhakaran who retires by rotation and being eligible, offers himself for re-appointment	Ordinary			
4	Appointment of Statutory Auditors.	Ordinary			
5	Appointment of Branch Auditors.	Ordinary			
6	Appointment of Smt. E. V. Sumithasri as an Independent Director of the Bank.	Ordinary			
7	Raising of capital through QIP, GDR, ADR etc.	Special			
8.	Approval for borrowing / raising funds in Indian / foreign currency by issue of debt securities upto ₹ 500.00 crores to eligible investors on private placement basis.	Special			

Place :

Date :

(Signature of Member)

Note : Kindly read instruction printed overleaf before filling the form.

Last date for receipt of postal ballot forms by Scrutinizer is Wednesday, the 2nd September, 2015 not later than 5.00 P.M.



POSTAL BALLOT INSTRUCTION

1. In terms of Clause 35B of the Listing Agreement, the Bank shall continue to enable those shareholders, who do not have access to e-voting facility, to send their assent or dissent in writing through postal ballot as per the provisions of the Companies (Management and Administration) Rules, 2014 or amendments made thereto. Accordingly, this Postal Ballot Form is being provided to facilitate e-voting provided under Section 108 of the Companies Act, 2013.
2. A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form and send the duly signed Form through the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction below at the address Mr. K. Muthusamy (Scrutinizer), C/o. M/s Integrated Enterprises (India) Limited, II floor, "Kences Towers" No.1 Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017. Postage will be borne and paid by the Bank. Envelopes containing Postal Ballots, deposited in person or sent by courier at the expense of the Members will also be accepted.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of the Bank and the address at which the Postal Ballot Form is to be sent.
4. The Postal Ballot form should be completed and signed by the Members. In the case of joint shareholding, this form should be completed and signed by the first named Member and in his absence; by the next named Member. Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Bank.
5. For the votes to be considered valid, the institutional shareholders (i.e., other than individuals, HUF, NRIs etc.) are required to send certified copy of the relevant authorization/board resolution along with the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case, an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 05.00 P.M., on 02.09.2015. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
7. A member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at SI No. 6 above.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Member on 27.08.2015, which is the cut-off date is fixed for this purpose.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every folio irrespective of the number of joint member(s).
11. A member need not use all the votes nor does he need to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
14. The date of AGM will be the deemed date of passing resolution(s) through e-voting/Postal ballot. It may also be noted that, in terms of Section 114 of the Companies Act, 2013, the resolutions contained in the AGM Notice will be deemed to have been passed through the e-voting and ballot. The results shall be declared in terms of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as the case may be.
15. The right of e-voting and Postal Ballot Form shall not be exercised by a Proxy.
16. Members may please note that they have to vote through any one of the modes viz., E-voting, Postal Ballot or voting at the AGM Venue. Members who have already voted prior to the meeting date would not be entitled to vote at the AGM venue.



THE LAKSHMI VILAS BANK LIMITED

CIN No. L65110TN1926PLC001377

Registered Office: Salem Road, Kathaparai, 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

Form No. MGT-11

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	L65110TN1926PLC001377
Name of the Company	The Lakshmi Vilas Bank Ltd
Registered Office	Salem Road, Kathaparai, Karur – 639 006.

Name of the member(s)	
Registered Address	
E-mail ID	
Folio No. / DP ID and Client ID	

I / We, being the member(s) of M/s. Lakshmi Vilas Bank Limited, hereby appoint

1	Name of the member(s)		
	Address		
	E-mail ID		
	Signature		Failing him
2	Name of the member(s)		
	Address		
	E-mail ID		
	Signature		Failing him
3	Name of the member(s)		
	Address		
	E-mail ID		
	Signature		

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 88th Annual General Meeting of the bank, to be held on the 03rd September, 2015 at 10.00 A.M. at the Registered Office, Salem Road, Kathaparai, Karur- 639 006 and at any adjournment thereof in respect of such resolution as indicated below:

Res No.	Resolution
1	Adoption of audited financial statements of the bank for the year ended 31 st March 2015 and the Report of the Directors' and the Auditors' thereon.
2	Declaration of Dividend on equity shares.
3	Appointment of Director in place of Shri. S.G.Prabhakaran who retires by rotation and being eligible, offers himself for re-appointment.
4	Appointment of Statutory Auditors.
5	Appointment of Branch Auditors.
6	Appointment of Smt. E. V. Sumithasri as an Independent Director of the Bank.
7	Raising of capital through QIP, GDR, ADR etc.
8.	Approval for borrowing / raising funds in Indian / foreign currency by issue of debt securities upto ₹ 500.00 crores to eligible investors on private placement basis.

Signed this..... day of 2015.

Signature of Shareholder:

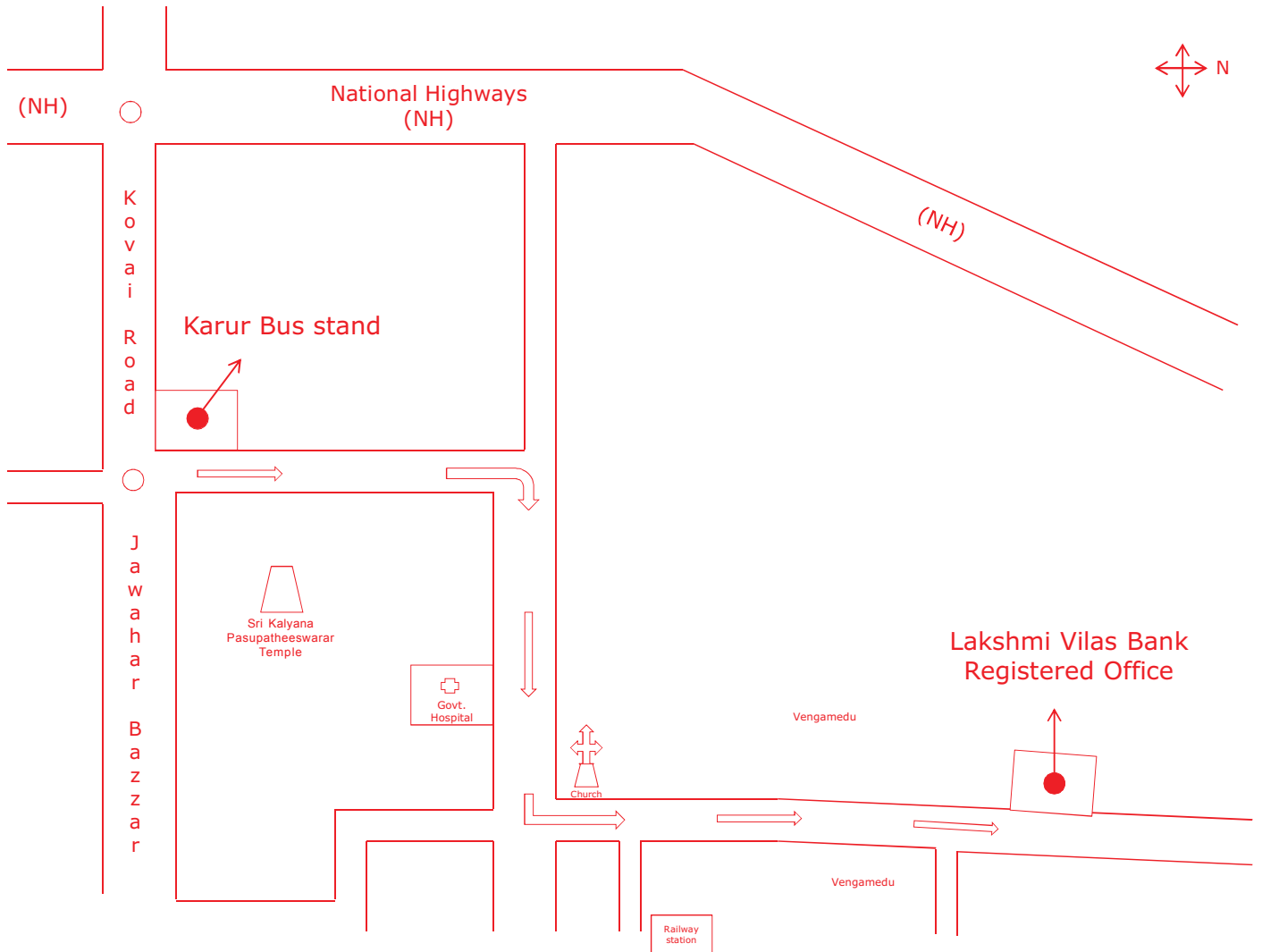
Signature of Proxy holder(s):



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the meeting.



ROUTE MAP TO THE VENUE OF THE AGM





LAKSHMI VILAS BANK



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