

**Corporate Governance Report**  
**Quarter ended – 31<sup>st</sup> March, 2018**

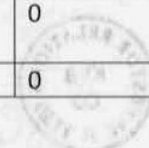
**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - Karur Vysya Bank Limited  
2. Quarter ending - 31-Mar-2018

**I. Composition of Board of Directors**

Title (Mr/ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	B SWAMINATHAN	00245189		ID,C & NED	20-Jan-2016		36	1	2	2
Mr.	P R SESHADRI	07820690		ED	04-Sep-2017		36	1	1	0
Mr.	G RAJASEKARAN	00035582		NED	21-Jul-2017			1	1	0
Mr.	A J SURIYANARAYANA	02251823		NED	21-Jul-2016			1	0	0
Mr.	N S SRINATH	01493217		ID	23-Jul-2017		36	1	0	0
Mr.	V G MOHAN PRASAD	00002802		ID	23-Jul-2017		59	1	2	0
Mr.	M K VENKATESAN	00032235		NED	21-Jul-2016			1	1	0
Mr.	A K PRABURAJ	07004825		NED	21-Jul-2017			1	1	0
Mrs.	K L VIJAYALAKSHMI	07116809		ID	21-Jul-2016		36	1	1	0
Mr.	M V SRINIVASAMOORTHY	00694618		NED	21-Jul-2016			1	1	0
Mr.	K S RAVICHANDRAN	00002713		ID	21-Jul-2016		36	1	1	0



## II. Composition of Committees

### Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	B SWAMINATHAN	ID,C & NED	Chairperson
2	V G MOHAN PRASAD	ID	Member
3	M K VENKATESAN	NED	Member
4	A K PRABURAJ	NED	Member
5	K L VIJAYALAKSHMI	ID	Member
6	K S RAVICHANDRAN	ID	Member

### Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	B SWAMINATHAN	ID,C & NED	Chairperson
2	P R SESHADRI	ED	Member
3	G RAJASEKARAN	NED	Member
4	V G MOHAN PRASAD	ID	Member
5	M V SRINIVASAMOORTHY	NED	Member

### Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	P R SESHADRI	ED	Chairperson
2	B SWAMINATHAN	ID,C & NED	Member
3	G RAJASEKARAN	NED	Member
4	V G MOHAN PRASAD	ID	Member
5	M V SRINIVASAMOORTHY	NED	Member

### Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	N S SRINATH	ID	Chairperson
2	B SWAMINATHAN	ID,C & NED	Member
3	A J SURIYANARAYANA	NED	Member
4	V G MOHAN PRASAD	ID	Member
5	K S RAVICHANDRAN	ID	Member



### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30-Oct-2017	31-Jan-2018	
31-Oct-2017	01-Mar-2018	
14-Nov-2017	20-Mar-2018	
15-Dec-2017	21-Mar-2018	
22-Dec-2017		

### IV. Meeting of Committees

Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	06-Jan-2018	Yes	30-Oct-2017	
Audit Committee	31-Jan-2018	Yes	14-Nov-2017	
Audit Committee	28-Feb-2018	Yes		
Audit Committee	20-Mar-2018	Yes		

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

CG Report as on 31.12.2017 placed in the Board Meeting held on 31.01.2018 and taken on record. Composition of committees are as per RBI/SEBI guidelines and provisions of Companies Act, 2013. Date of Appointment indicates recent appointment date at Annual General Meeting. Maximum tenure of Non-Executive Director is 8 years from the date of co-option as per RBI guidelines.



Name : SRINIVASARAO M  
Designation : Company Secretary



**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Not Applicable
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Not Applicable
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes



<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes




II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes



II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Name :  SRINIVASARAOM  
 Designation : Company Secretary

