

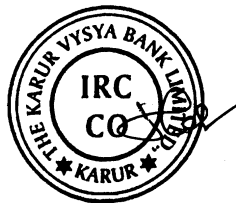
THE KARUR VYSYA BANK LIMITED
CORPORATE GOVERNANCE REPORT – QUARTER ENDED MARCH 31, 2019

Format to be submitted by listed entity on quarterly basis

ANNEXURE I

1. Name of Listed Entity - Karur Vysya Bank Limited
 2. Quarter ending - 31- Mar- 2019

I. Composition of Board of Directors													
Title (Mr./Mrs.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	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	Membership in Committees of the Company	Remarks
Mr.	B SWAMINATHAN	00245189		ID, C & NED		20-Jan-2016	19-Jan-2019	36	1	0	0	SC,RMC,NRC	
Mr.	P R SESHADRI	07820690		ED	CEO-MD	04-Sep-2017		36	1	1	0	SC,RMC	
Mr.	N S SRINATH	01493217		ID, C & NED		25-Mar-2019		36	1	2	1	AC, SC, NRC	
Mr.	V G MOHAN PRASAD	00002802		ID		23-Jul-2017		59	1	1	0	AC, RMC, NRC	
Mr.	M K VENKATESAN	00032235		NED		09-Aug-2018			1	0	0	SC, NRC	
Mr.	A K PRABURAJ	07004825		NED		21-Jul-2017			1	0	0	NA	
Mrs.	K L VIJAYALAKSHMI	07116809		ID		21-Jul-2016		36	1	2	1	AC, SC,RMC	
Mr.	M V SRINIVASAMOORTHY	00694618		NED		09-Aug-2018			1	2	0	AC, SC,RMC	
Mr.	K S RAVICHANDRAN	00002713		ID		21-Jul-2016		36	1	1	0	AC, RMC, NRC	
Mr.	R RAMKUMAR	00275622		NED		09-Aug-2018			1	1	0	AC, RMC, SC	
Mr.	SRIRAM RAJAN	02162118		ID		19-Jan-2019		36	1	0	0	NA	
Company Remarks				Shri B Swaminathan, Part-time Chairman of the Bank demitted office at the close of office hours on 19th January 2019, consequent to completion of his three years tenure. Shri N S Srinath, Non-Executive Independent Director was appointed as the Non-Executive (Part-time) Chairman of the Bank in the Board Meeting held on 25th March 2019 for a period of three years subject to the approval of Reserve Bank of India. Shri Sriram Rajan was co-opted as Additional Director in the Board Meeting held on 19th January 2019 and will seek appointment as Independent Director for a period of three years in the ensuing AGM.									
Whether Permanent chairperson appointed				Yes									



II. Composition of Committees

Audit Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	K L VIJAYALAKSHMI	ID	Chairperson	27-Mar-2019	
2	N S SRINATH	ID, C & NED	Member	27-Aug-2018	
3	V G MOHAN PRASAD	ID	Member	31-Aug-2017	
4	M V SRINIVASAMOORTHY	NED	Member	27-Aug-2018	
5	K S RAVICHANDRAN	ID	Member	27-Oct-2018	
6	R RAMKUMAR	NED	Member	27-Oct-2018	

Company Remarks	Smt. K L Vijayalakshmi was the member of the committee since 22nd July 2015 and designated as Chairperson w.e.f 27th March 2019. Shri N. S. Srinath was the member of the committee since 27th August 2018 and designated as chairman of the committee from 27th October 2018 till 26th March 2019. Committee was re-constituted w.e.f 27th March 2019.
Whether Permanent chairperson appointed	Yes

Stakeholders Relationship Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	N S SRINATH	ID, C & NED	Chairperson	27-Mar-2019	
2	P R SESHADRI	ED	Member	04-Sep-2017	
3	K L VIJAYALAKSHMI	ID	Member	27-Mar-2019	
4	M V SRINIVASAMOORTHY	NED	Member	19-Sep-2016	
5	B SWAMINATHAN	ID,C & NED	Member	19-Sep-2016	19-Jan-2019
6	M K VENKATESAN	NED	Member	27-Aug-2018	26-Mar-2019
7	R RAMKUMAR	NED	Member	27-Aug-2018	26-Mar-2019

Company Remarks	The name of the committee is Customer Service and Stakeholders Relationship Committee, formed in tune with RBI guidelines and the provisions of Companies Act, 2013. Shri B Swaminathan, Part-time Chairman of the Bank demitted office at the close of office hours on 19th January 2019, consequent to completion of his three years tenure. Shri B Swaminathan was the chairman of the committee till 19th January 2019. Committee was re-constituted w.e.f 27th March 2019.
Whether Permanent chairperson appointed	Yes



Risk Management Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	P R SESHADRI	ED	Chairperson	04-Sep-2017	
2	V G MOHAN PRASAD	ID	Member	27-Mar-2019	
3	K S RAVICHANDRAN	ID	Member	27-Mar-2019	
4	R RAMKUMAR	NED	Member	27-Aug-2018	
5	B SWAMINATHAN	ID,C & NED	Member	19-Sep-2016	19-Jan-2019
6	K L VIJAYALAKSHMI	ID	Member	27-Aug-2018	26-Mar-2019
7	M V SRINIVASAMOORTHY	NED	Member	13-Jan-2016	26-Mar-2019

Company Remarks	Risk Management and Asset Liability Management Committee, constituted as per RBI guidelines. Shri B Swaminathan, Part-time Chairman of the Bank demitted office at the close of office hours on 19th January 2019, consequent to completion of his three years tenure. Committee was re-constituted w.e.f 27th March 2019.
Whether Permanent chairperson appointed	Yes

Nomination and Remuneration Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	K S RAVICHANDRAN	ID	Chairperson	27-Mar-2019	
2	N S SRINATH	ID, C & NED	Member	29-Jan-2015	
3	V G MOHAN PRASAD	ID	Member	27-Mar-2019	
4	M K VENKATESAN	NED	Member	27-Oct-2018	
5	B SWAMINATHAN	ID,C & NED	Member	13-Jan-2016	19-Jan-2019

Company Remarks	Shri B Swaminathan, Part-time Chairman of the Bank demitted office at the close of office hours on 19 th January 2019, consequent to completion of his three years tenure. Committee was re-constituted w.e.f 27 th March 2019. Dr. K S Ravichandran was the member of the committee since 19 th September 2016 and designated as Chairman w.e.f 27 th March 2019. Shri N. S. Srinath was the member of the committee since 29 th January 2015 and designated as chairman of the committee from 19 th September 2016 till 26 th March 2019.
Whether Permanent chairperson appointed	Yes



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
24-Oct-2018	19-Jan-2019
27-Nov-2018	12-Feb-2019
07-Dec-2018	25-Mar-2019
18-Dec-2018	26-Mar-2019

Maximum gap between any two consecutive (in number of days)	40
Company Remarks	

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (details)
Audit Committee	16-Oct-2018	12-Feb-2019		Yes
Audit Committee	24-Oct-2018	16-Feb-2019		Yes
Audit Committee	19-Dec-2018	25-Mar-2019		Yes
Stakeholders Relationship Committee		25-Mar-2019		Yes
Risk Management Committee	19-Dec-2018	26-Mar-2019		Yes
Nomination and Remuneration Committee		19-Jan-2019		Yes
Nomination and Remuneration Committee		05-Mar-2019		Yes

Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	54
Company Remarks	

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) - **Yes**
- 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 31st December 2018 placed in the Board Meeting held on 19th January 2019 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 at Board Meeting / 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
Date : 12.04.2019
Place : Karur



ANNEXURE II

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

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



II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes	



II Annual Affirmations			
Particulars	Regulation Number	Compliance Status (Yes/No/NA)	Company Remark
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	Criteria of making payments to non-executive directors have been included in the Compensation policy
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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**

Other Information	
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[Signature]
Name : SRINIVASARAO M
Designation : Company Secretary
Date : 12.04.2019
Place : Karur

