

**Corporate Governance Report**  
**Quarter ended – 30<sup>th</sup> September 2017**

**ANNEXURE I**

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

1. Name of Listed Entity - Karur Vysya Bank Limited  
2. Quarter ending - 30-09-2017

I. Composition of Board of Directors										
Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chair person /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		3	1	2	2
Mr.	K VENKATARAMAN	02443410		ED	01-Jun-2014	31-Aug-2017	3	1	1	0
Mr.	P R SESHADRI	07820690		ED	04-Sep-2017		3	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		3	1	1	1
Mr.	V G MOHAN PRASAD	00002802		ID	23-Jul-2017		5	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		3	1	1	0
Mr.	M V SRINIVASAMOORTHY	00694618		NED	21-Jul-2016			1	1	0
Mr.	K S RAVICHANDRAN	00002713		ID	21-Jul-2016		3	1	1	0



## II. Composition of Committees

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

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	K VENKATARAMAN	ED	Member
2	M V SRINIVASAMOORTHY	NED	Member
3	V G MOHAN PRASAD	ID	Member
4	G RAJASEKARAN	NED	Member
5	P R SESHADRI	ED	Member
6	B SWAMINATHAN	ID,C & NED	Chairperson

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	K VENKATARAMAN	ED	Member
2	G RAJASEKARAN	NED	Member
3	B SWAMINATHAN	ID,C & NED	Member
4	P R SESHADRI	ED	Chairperson
5	V G MOHAN PRASAD	ID	Member
6	M V SRINIVASAMOORTHY	NED	Member

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



<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
09-Apr-2017	21-Jul-2017	42
18-May-2017	27-Jul-2017	
19-May-2017	28-Jul-2017	
29-May-2017	30-Aug-2017	
08-Jun-2017	31-Aug-2017	
	25-Sep-2017	
	26-Sep-2017	

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	11-Jul-2017	Yes	18-May-2017	53
Audit Committee	28-Jul-2017	Yes	29-May-2017	
Audit Committee	20-Sep-2017	Yes		
Audit Committee	25-Sep-2017	Yes		

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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 30.06.2017 placed in the Board Meeting held on 27.07.2017 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 :   
Designation : **SRINIVASARAO M  
Company Secretary**



### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

#### Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name :   
Designation : SRINIVASARAO M  
Company Secretary

