

**THE KARUR VYSYA BANK LIMITED**  
**CORPORATE GOVERNANCE REPORT – QUARTER ENDED JUNE 30, 2018**

**ANNEXURE II**

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

1. Name of Listed Entity - **Karur Vysya Bank Limited**  
2. Quarter ending - **30-Jun-2018**

| <b>I. Composition of Board of Directors</b> |                      |          |     |  |                     |                   |        |  |   |  |
|---|----------------------|----------|-----|--|---------------------|-------------------|--------|--|---|--|
| 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         | 19-Jun-2018       |        | 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  |
| Mr.   | R RAMKUMAR           | 00275622 |     | NED  | 25-Jun-2018         |                   |        | 1  | 0   | 0  |

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## 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                      | 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                        |

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

| <b>Risk Management Committee</b> |                             |                 |                               |
|----------------------------------|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i>                   | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1                                | P R SESHADRI                | ED              | Chairperson                   |
| 2                                | V G MOHAN PRASAD            | ID              | Member                        |
| 3                                | G RAJASEKARAN               | NED             | Member                        |
| 4                                | B SWAMINATHAN               | ID,C & NED      | Member                        |
| 5                                | 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  | B SWAMINATHAN               | ID,C & NED      | Member                        |
| 2  | A J SURIYANARAYANA          | NED             | Member                        |
| 3  | K S RAVICHANDRAN            | ID              | Member                        |
| 4  | N S SRINATH                 | ID              | Chairperson                   |
| 5  | V G MOHAN PRASAD            | ID              | Member                        |

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| <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> |
| 31-Jan-2018  | 26-Apr-2018  | 35   |
| 01-Mar-2018  | 24-May-2018  |  |
| 20-Mar-2018  | 25-May-2018  |  |
| 21-Mar-2018  | 06-Jun-2018  |  |
|  | 25-Jun-2018  |  |

| <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                  | 08-May-2018  |  | 06-Jan-2018  | 48   |
| Audit Committee                  | 25-May-2018  |  | 31-Jan-2018  |  |
| Audit Committee                  | 06-Jun-2018  |  | 28-Feb-2018  |  |
| Audit Committee                  | 19-Jun-2018  |  | 20-Mar-2018  |  |
| Audit Committee                  | 25-Jun-2018  |  |  |  |

| <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                                  |

*J Lee*

**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 31.03.2018 placed in the Board Meeting held on 26.04.2018 and taken on record. Composition of Committees is 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**