

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

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Karur Vysya Bank Limited  
 2. Quarter ending - 30-Sep-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 (in Months)	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	AHFPB2023E	ID,C & NED	20-Jan-2016		36	1	2	2
Mr.	P R SESHADRI	07820690	ABTPS9863P	ED	04-Sep-2017		36	1	1	0
Mr.	A J SURIYANARAYANA	02251823	AAXPS5046F	NED	21-Jul-2016			1	1	0
Mr.	N S SRINATH	01493217	ADOPS7383P	ID	23-Jul-2017		36	1	1	0
Mr.	V G MOHAN PRASAD	00002802	ADOPP9667P	ID	23-Jul-2017		59	1	1	0
Mr.	M K VENKATESAN	00032235	AAFV1085K	NED	09-Aug-2018			1	1	0
Mr.	A K PRABURAJ	07004825	AAJPP4828Q	NED	21-Jul-2017			1	0	0
Mrs.	K L VIJAYALAKSHMI	07116809	ABUPV6416G	ID	21-Jul-2016		36	1	1	0
Mr.	M V SRINIVASAMOORTHY	00694618	AAQPS8759Q	NED	09-Aug-2018			1	2	0
Mr.	K S RAVICHANDRAN	00002713	AAMPR9662H	ID	21-Jul-2016		36	1	0	0
Mr.	R RAMKUMAR	00275622	AGBPR0663F	NED	09-Aug-2018			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	B SWAMINATHAN	ID,C & NED	Chairperson
2	A J SURIYANARAYANA	NED	Member
3	N S SRINATH	ID	Member
4	V G MOHAN PRASAD	ID	Member
5	K L VIJAYALAKSHMI	ID	Member
6	M V SRINIVASAMOORTHY	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	B SWAMINATHAN	ID,C & NED	Chairperson
2	P R SESHADRI	ED	Member
3	M K VENKATESAN	NED	Member
4	M V SRINIVASAMOORTHY	NED	Member
5	R RAMKUMAR	NED	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	B SWAMINATHAN	ID,C & NED	Member
3	M V SRINIVASAMOORTHY	NED	Member
4	K L VIJAYALAKSHMI	ID	Member
5	R RAMKUMAR	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	N S SRINATH	ID	Chairperson
2	B SWAMINATHAN	ID,C & NED	Member
3	A J SURIYANARAYANA	NED	Member
4	K L VIJAYALAKSHMI	ID	Member
5	K S RAVICHANDRAN	ID	Member

Note: The Committee was re-constituted w.e.f 28.08.2018. Members of the Committee mentioned is as on 30.09.2018.



<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>
26-Apr-2018	25-Jul-2018	29
24-May-2018	09-Aug-2018	
25-May-2018	27-Aug-2018	
06-Jun-2018	04-Sep-2018	
25-Jun-2018	28-Sep-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	21-Jul-2018		08-May-2018	25
Audit Committee	25-Jul-2018		25-May-2018	
Audit Committee			06-Jun-2018	
Audit Committee			19-Jun-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





**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 30.06.2018 placed in the Board Meeting held on 25.07.2018 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 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



## Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>
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

