



# CITY UNION BANK LTD.,

"NARAYANA" Administrative Office,

No. 24-B, Gandhi Nagar, Kumbakonam - 612 001.

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E-mail : shares@cityunionbank.com Website: www.cityunionbank.com

CIN - L65110TN1904PLC001287

C.O/ Shares/LR-4/2019-20

11<sup>th</sup> April, 2019

National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No.C/1, G Block,  
Bandra-Kurla Complex,  
Bandra(E),  
**Mumbai - 400 051**

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street,  
**Mumbai - 400 001**

**Scrip Code: CUB**

**Scrip Code: 532210**

Dear Sir,

Sub: Intimation u/r 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR regulations)

In compliance with Regulation 27 of the LODR regulations we hereby submit a Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2019.

This is for your kind information and records please.

Thanking you

Yours faithfully  
for **CITY UNION BANK LTD.**

  
V Ramesh  
General Manager – CFO & CS



**REPORT ON CORPORATE GOVERNANCE**

**NAME OF THE LISTED ENTITY: CITY UNION BANK LTD.**

**REPORTING PERIOD: 31.03.2019**

**I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS**

ITEM	COMPLIANCE STATUS (Yes/No/NA)
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	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material subsidiaries'	NA
Details of familiarisation 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
e-mail 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	NA
New name and the old name of the listed entity	NA

**II. ANNUAL AFFIRMATIONS**

PARTICULARS	REGULATION NO.	COMPLIANCE STATUS (Yes/No/NA)
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
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
Composition of Stakeholders Relationship committee	20(1)&(2)	Yes
Composition and role of Risk Management committee	21(1),(2),(3)&(4)	Yes
Vigil Mechanism	22	Yes
Policy on 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)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of Unlisted material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	NA
Maximum Directorship and Tenure	25(1)&(2)	Yes
Meeting of Independent Directors	25(3)&(4)	Yes
Familiarisation of Independent Directors	25(7)	Yes
Membership in committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management	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.

**Name & Designation**

V RAMESH

General Manager - CFO & CS

**REPORT ON CORPORATE GOVERNANCE**

**NAME OF LISTED ENTITY: CITY UNION BANK LTD.**

**QUARTER ENDED: 31.03.2019**

**I. COMPOSITION OF BOARD OF DIRECTORS**

TITLE	NAME OF THE DIRECTOR	PAN\$ / DIN	CATEGORY (Chairperson/Executive/Non-Executive/Independent/Nominee) &	DATE OF APPOINTMENT IN THE CURRENT TERM/CESSATION	TENURE* (in yrs.)	NO. OF DIRECTOR SHIP IN LISTED ENTITIES INCLUDING THIS LISTED ENTITY (REFER REG.25(1) OF LISTING REGULATIONS)	NO. OF MEMBERSHIPS IN AUDIT/STAKEHOLDER COMMITTEES INCLUDING THIS LISTED ENTITY (REFER REG.26(1) OF LISTING REGULATIONS)	NO. OF POST OF CHAIRPERSON IN AUDIT/STAKEHOLDER COMMITTEE HELD IN LISTED ENTITIES INCLUDING THIS LISTED ENTITY (REFER REG.26(1) OF LISTING REGULATIONS)
Mr.	S Mahalingam	AAEPM796ZR / 00121727	Chairperson	22/07/2013	5.8	4	8	4
Dr.	N. Kamakodi	ANSPK2572N / 02039618	Executive	01/05/2017	NA	1	Nil	Nil
Prof.	V Kamakoti	AFWPK3004M / 03537382	Independent	27/04/2011	7.11	1	1	1
Mr.	R Mohan	AGZPM4489L / 06902614	Independent	28/06/2014	1.7	1	1	Nil
Mrs.	Abarna Bhaskar	AHTPB5334L / 06971635	Independent	25/10/2014	4.5	1	2	1
Mr.	M Narayanan	AAFPM5149L / 00682297	Independent	03/05/2016	2.10	1	1	Nil
Mr.	S Bernard	AAFPB3501J / 01719441	Independent	21/07/2016	2.8	1	Nil	Nil
Mr.	Subramaniam Narayanan	AAVPS5624B / 0166621	Independent	20/06/2017	1.9	3	3	1
Mr.	V N Shiva Shankar	ABHPS5952K / 00929256	Independent	07/02/2018	1.1	1	1	Nil
Dr.	T S Sridhar	AAOPS9737N / 01681108	Independent	07/02/2018	1.1	1	Nil	Nil


Note: (1). Shri. Mohan was appointed as Independent Director w.e.f., 23.08.2017 consequent upon change in designation whereas he is in the Board of the Bank as Non-Executive Director since 28.06.2014. (2). The memberships and Chairmanship in column 'h' and 'i' above includes position in unlisted public ltd., companies also as per Reg.26(1) of SEBI LODR 2015.

\$PAN number of any Director would not be displayed on the website of the stock exchange.

&Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen.

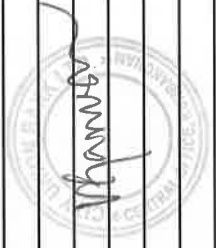
\*to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



II. COMPOSITION OF COMMITTEES			PERSON/ EXECUTIVE/NON-
NAME OF THE COMMITTEE	NAME OF COMMITTEE MEMBERS	CATEGORY (CHA	PERSON/ EXECUTIVE/NON-
1	AUDIT COMMITTEE	Abarna Bhaskar	Chairperson - Independent
		S Mahalingam	Independent
		R Mohan	Independent
		N Subramaniam	Independent
		M Narayanan	Independent
2	NOMINATION & REMUNERATION COMMITTEE	S Bernard	Independent Chairman
		Prof.V. Kamakoti	Independent
		Abarna Bhaskar	Independent
		R Mohan	Independent
		M Narayanan	Independent
3	RISK MANAGEMENT COMMITTEE	N Subramaniam	Independent Chairman
		S Mahalingam	Independent
		Dr. N Kamakodi	Executive
		Prof.V. Kamakoti	Independent
		R Mohan	Independent
4	STAKEHOLDERS RELATIONSHIP COMMITTEE	Prof.V. Kamakoti	Independent Chairman
		S Mahalingam	Independent
		N Subramaniam	Independent
		Abarna Bhaskar	Independent
		V N Shiva Shankar	Independent
5	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	Dr. N Kamakodi	Executive - Chairman
		Prof.V. Kamakoti	Independent
		Abarna Bhaskar	Independent
		R Mohan	Independent
		S Bernard	Independent
& Category of Directors means Executive/Non-Executive/Independent/Nominee. If a Director fits into more than one category write all categories separating with hyphen.			
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 MEETINGS (IN NUMBER OF	
02.11.2018	28.01.2019		
27.11.2018	26.02.2019		
15.12.2018	18.03.2019		30 Days
			



IV. MEETING OF COMMITTEES			
DATE(S) OF MEETING OF THE COMMITTEE IN THE RELEVANT QUARTER	WHETHER REQUIREMENT QUORUM MET (DETAILS)	DATE(S) OF MEETING OF THE COMMITTEE IN THE PREVIOUS QUARTER	MAXIMUM GAP BETWEEN ANY TWO CONSECUTIVE MEETINGS IN NUMBER OF DAYS*
<b>AUDIT COMMITTEE</b>			
28.01.2019	Yes	01.11.2018	30 Days
26.02.2019	Yes	27.11.2018	
18.03.2019	Yes	15.12.2018	
<b>NOMINATION &amp; REMUNERATION COMMITTEE</b>			
28.01.2019	Yes	-	NA
<b>RISK MANAGEMENT COMMITTEE</b>			
18.03.2019	Yes	27.11.2018	NA
<b>STAKEHOLDERS RELATIONSHIP COMMITTEE</b>			
28.01.2019	Yes	02.11.2018	NA
<b>CORPORATE SOCIAL RESPONSIBILITY COMMITTEE</b>			
26.02.2019	Yes	-	NA
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
<b>V. RELATED PARTY TRANSACTIONS</b>			
SUBJECT		COMPLIANCE STATUS (YES/NO/NA)refer note below	
WHETHER PRIOR APPROVAL OF AUDIT COMMITTEE OBTAINED		NA	
WHETHER SHAREHOLDER APPROVAL OBTAINED FOR MATERIAL RPT		NA	
WHETHER DETAILS OF RPT ENTERED INTO OMNIBUS APPROVAL HAVE		NA	
<b>NOTE:</b>			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For eg., if the Board has been composed in			
2. If status is "No" details of non-compliance may be given here.			
<b>VI. AFFIRMATIONS</b>			
1. The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
a. Audit Committee			
b. Nomination & Remuneration Committee			
c. Stakeholders Relationship Committee			
d. Risk Management Committee (applicable to the top 100 listed entities)			
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure			
4. The meetings of the Board of Directors and above committees have been conducted in the manner as specified in SEBI (Listing Obligations and			
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any			



*V Ramesh*



**NAME : V RAMESH**

**DESIGNATION: General Manager - CFO & CS**

**NOTE:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.