



CITY UNION BANK

CIN - L65110TN1904PLC001287

Regd. Office No.149, JSR (Big) Street, Kumbakonam - 612 001.

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C.O/ Shares/LR-4/2018-19

13th April, 2018

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,
25th 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 31st March, 2018.

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: 31.03.2018

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

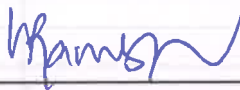



Composition of Nomination & Remuneration committee	19(1)&(2)	Yes
Composition of Stakeholders Relationship committee	20(1)&(2)	Yes
Composition and role of Risk Management committee	21(1),(2),(3)&(4)	Yes
Vigil Mechanism	22	Yes
Policy on Related Party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus 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

* Complied for FY 2016-17, & will be complied for FY 2017-18 also in case of any appointments.

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: 31.03.2018

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*	NO. OF DIRECTORSHIP 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	AAEPM7962R / 00121727	Chairperson	22/07/2013	4.8 yrs	3	8	2
Dr.	N. Kamakodi	ANSPK2572N / 02039618	Executive	01/05/2017	NA	1	Nil	Nil
Prof.	V Kamakoti	AFWPK3004M / 03537382	Independent	27/04/2011	6.11 yrs	1	1	1
Mr.	R Mohan	AGZPM4489L / 06902614	Independent	28/06/2014	0.7 yrs#	1	1	Nil
Mrs.	Abarna Bhaskar	AHTPB5334L / 06971635	Independent	25/10/2014	3.5 yrs	1	2	1
Mr.	M Narayanan	AAFPM5149L / 00682297	Independent	03/05/2016	1.10 yrs	1	1	Nil
Mr.	S Bernard	AAFPM3501J / 01719441	Independent	21/07/2016	1.8 yrs	1	Nil	Nil
Mr.	Subramaniam Narayanan	AAVPS5624B / 0166621	Independent	20/06/2017	0.9 yrs	3	3	1
Mr.	V N Shiva Shankar	ABHPS5952K / 00929256	Independent	07/02/2018	0.1 mn	1	1	Nil
Mr.	T S Sridhar	AAOP59737N / 01681108	Independent	07/02/2018	0.1 mn	1	Nil	Nil
Mr.	CR Muralidharan*	ABVPM5097P / 02443277	Independent	25/02/2010	8 yrs	-	-	-
Mr.	Justice (Retd.) S R Singharavelu*	ABAPS3577M / 03022223	Non-Executive	25/02/2010	NA	-	-	-

#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



* Shri. C R Muralidharan and Justice S.R. Singharavelu, Directors of the Bank had vacated their office of directorship on completion of 8 years term period on the close of business hours on 24.02.2018

\$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 seperating 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

NAME OF THE COMMITTEE

NAME OF COMMITTEE MEMBERS

CATEGORY (CHAIRPERSON/ 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
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 MEETINGS)	MAXIMUM GAP BETWEEN ANY TWO CONSECUTIVE MEETINGS IN NUMBER OF DAYS*
08.11.2017	07.02.2018	30 Days	
27.11.2017	27.02.2018		
20.12.2017	24.03.2018		

IV. MEETING OF COMMITTEES

DATE(S) OF MEETING OF THE COMMITTEE IN THE RELEVANT QUARTER	WHETHER REQUIREMENT OF 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*
06.02.2018	Yes	07.11.2017	30 Days
27.02.2018	Yes	27.11.2017	
24.03.2018	Yes	20.12.2017	

NOMINATION & REMUNERATION COMMITTEE

07.02.2018	-	Nil	N/A
Nil	-	Nil	

RISK MANAGEMENT COMMITTEE

27.02.2018	Yes	27.11.2017	N/A
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STAKEHOLDERS RELATIONSHIP COMMITTEE

07.02.2018	Yes	07.11.2017	N/A
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CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Nil	Yes	08.11.2017	N/A
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*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. RELATED PARTY TRANSACTIONS	
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 PURSUANT TO OMNIBUS APPROVAL HAVE	NA

NOTE:

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.

VI. AFFIRMATIONS

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

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.