



# CITY UNION BANK LIMITED

CIN - L65110TN1904PLC001287

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

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C.O/ Shares/LR-4/2016

12<sup>th</sup> April 2016

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 Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March 2016.

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: 31.03.2016

**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)	NA
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.

*V Ramesh*



**Name & Designation**

V RAMESH

General Manager - CFO & CS

**REPORT ON CORPORATE GOVERNANCE**

NAME OF LISTED ENTITY: CITY UNION BANK LTD.

QUARTER ENDED: 31.03.2016

**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 Balasubramanian	AABPB8462C / 01719374	Chairperson	06/05/2014	NA	1	1	Nil
Dr.	N. Kamakodi	ANSPK2572N / 02039618	Executive	01/05/2014	NA	1	Nil	Nil
Mr.	R G Chandramogan	AAAPC5352R / 00012389	Independent	02/08/2008	7.8 yrs	2	Nil	Nil
Mr.	T K Ramkumar	AEYPR2048K / 02688194	Independent	11/06/2009	6.9 yrs	1	2	Nil
Mr.	CR Muralidharan	ABVPM5097P / 02443277	Independent	25/02/2010	6.1 yrs	3	3	Nil
Mr.	Justice (Retd.)S R Singharavelu	ABAPS3577M / 03022233	Non-Executive	25/02/2010	NA	1	1	Nil
Prof.	V Kamakoti	AFWPK3004M / 03537382	Independent	27/04/2011	4.11 yrs	1	1	1
Mr.	S Mahalingam	AAEPM7962R / 00121727	Independent	22/07/2013	2.8 yrs	2	2	1
Mr.	R Mohan	AGZPM4489L / 06902614	Non-Executive	28/06/2014	NA	1	Nil	Nil
Mrs.	Abarna Bhaskar	AHTPB5334L / 06971635	Independent	25/10/2014	1.5 yrs	1	2	Nil

\$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-EXECUTIVE/INDEPENDENT/NOMINEE)\$
1	AUDIT COMMITTEE	S Mahalingam	Independent Chairman of the committee
		S Balasubramanian	Non - Executive Chairman
		T K Ramkumar	Independent
		C R Muralidharan	Independent
		Abarna Bhaskar	Independent



2	NOMINATION & REMUNERATION COMMITTEE	R G Chandramogan	Independent Chairman of the committee
		Prof.V. Kamakoti	Independent
		S Balasubramanian	Non - Executive Chairman
		Justice (Retd.)S R Singaravelu	Non - Executive
		Abarna Bhaskar	Independent
3	RISK MANAGEMENT COMMITTEE	S Balasubramanian	Non - Executive Chairman of the Committee
		Dr.N. Kamakodi	Executive
		C R Muralidharan	Independent
		Prof.V. Kamakoti	Independent
		R Mohan	Non - Executive
4	STAKEHOLDERS RELATIONSHIP COMMITTEE	Prof.V. Kamakoti	Independent Chairman of the Committee
		T K Ramkumar	Independent
		Justice (Retd.)SR Singaravelu	Non - Executive
		S Mahalingam	Independent
		Abarna Bhaskar	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 CONSEQUITIVE MEETINGS (IN NUMBER OF DAYS)
29.10.2015	27.01.2016	30 Days
21.11.2015	11.02.2016	
22.12.2015	24.02.2016	
	12.03.2016	
	21.03.2016	

### 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 CONSEQUITIVE MEETINGS IN NUMBER OF DAYS*
<b>AUDIT COMMITTEE</b>			
27.01.2016	Yes	29.10.2015	30 Days
11.02.2016	Yes	21.11.2015	
24.02.2016	Yes	22.12.2015	
12.03.2016	Yes		
21.03.2016	Yes		
<b>NOMINATION &amp; REMUNERATION COMMITTEE</b>			
24.02.2016	Yes	Nil	NA



<b>RISK MANAGEMENT COMMITTEE</b>			
24.02.2016	Yes	21.11.2015	NA

<b>STAKEHOLDERS RELATIONSHIP COMMITTEE</b>			
27.01.2016	Yes	29.10.2015	NA

\*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 BEEN REVIEWED BY AUDIT COMMITTEE	NA

**NOTE:**

1. In the coloumn "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For eg., if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case Listed entity has no Related Party Transactions, the words "NA" may be indicated
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 Requirements) Regulations, 2015.
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.
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.




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.

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