



CITY UNION BANK LIMITED

CIN : L65110TN1904PLC001287

Regd. Office : 149, T.S.R. (Big) Street, Kumbakonam - 612 001, Thanjavur District, Tamil Nadu.

Telephone No : 0435 - 2402322 Fax : 0435 - 2431746

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

C.O/Shares/LR-5/2024-25

May 30, 2024

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

BSE Ltd.,
DCS – CRD,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai 400 001

Scrip Code: CUB

Scrip Code: 532210

Dear Madam / Sir,

Sub: Annual Secretarial Compliance Report FY 2024

Pursuant to Regulation 24A(2) of SEBI(LODR) Regulations, 2015, we submit herewith the Annual Secretarial Compliance Report of the Bank dated May 29,2024, issued by Shri CS V Sankar, Practicing Company Secretary, Coimbatore, for the year ended March 31, 2024.

We request you to kindly take the above on record.

Thanking you

Yours faithfully

for **CITY UNION BANK LIMITED**

Venkataramanan S
Company Secretary



Encl.: a.a

CS V. SANKAR
B.A., ACS., ACMA., PGDCA.,
COMPANY SECRETARY IN PRACTICE

306, SREE DAKSHA YASHUS,
SIVASAKTHI NAGAR,
SARAVANAMPATTI,
COIMBATORE- 641 035.
Email: vsankar.acs@gmail.com

SECRETARIAL COMPLIANCE REPORT
OF
M/s. CITY UNION BANK LIMITED
149, T. S. R. (BIG) STREET KUMBAKONAM - 612001
(CIN: L65110TN1904PLC001287),
for the year ended 31-03-2024

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. **CITY UNION BANK LIMITED**, (hereinafter referred as 'the listed entity'), having its Registered Office at "**149, T. S. R. (BIG) STREET KUMBAKONAM - 612001**". Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. CITY UNION BANK LIMITED**, ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the Stock Exchange,
- (c) website of the listed entity

for the year ended 31-03-2024 in respect of compliance with the provisions of :

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (c) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- (d) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealings with client;
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- (g) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (h) SEBI (Bankers to an Issue) Regulations, 1994
- (i) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

Based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended-(Vide Annexure A). This report has to be read along with Annexures A and B appended to this report.



CS (V. SANKAR)

COMPANY SECRETARY
C.P. No.: 26960
M. NO. A7677
UDIN: A007677F000490401
Peer Review Cert No.: 5456/2024
ICSI Unique code: 12023TN2468700

PLACE: COIMBATORE
DATE : 29-05-2024

CS V. SANKAR
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**ANNEXURE-A TO SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024
OF**

M/s. CITY UNION BANK LIMITED

I. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder as detailed in Table B below, except in respect of matters specified below in Table A:-

Table A

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Reg. 30(6) read with Sch III A	Reg. 30(6)	Belated intimation of proceedings of AGM held on 23-08-2023	NIL	NIL	Belated intimation	--	As per the information given the listed entity has to depend on external agency for the data	PI see note (a) below	--

Note (a) : As per the amended Regulation 30(6) of SEBI (LODR) information has to be communicated to Stock Exchange within twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity and within twenty four hours in case the event or information is not emanating from within the listed entity.

In order to prepare the proceedings of the AGM the Bank had to obtain the Audio Video recordings "the information" from bank's e-voting service provider "NSDL" (the information had to originate from outside the organisation) for making true and fair disclosures to all our Investors. In view of this the Bank interpreted and opined that the document has to be submitted within 24 hours since information for preparing the proceedings has to flow from outside the Bank. AGM was held on 23-08-2023 and the communication made on 24-08-2023 i.e. within 24 hours. The listed entity opined that there is no violation.



[Handwritten Signature]

TABLE B

Sl. No.	Particulars	Compliance Status Yes/ No/ Not Applicable	Observations / remarks by PCS
1	<p>Secretarial Standard</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable</p>	Yes	
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	



(Handwritten Signature)

5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>Not applicable</p> <p>Not applicable</p>	<p>There is no Subsidiary Company and hence this column is not applicable</p>
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	<p>Yes</p>	
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations</p>	<p>Yes</p>	
8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee; in case no prior approval has been obtained.</p>	<p>Yes</p> <p>Not applicable.</p>	<p>There is no material related party transactions during the year under report.</p> <p>No such instances were observed during the year under report.</p>
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. (other than specified in Table A above)</p>	<p>Yes</p>	



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10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI Prohibition of Insider Trading) Regulations, 2015	Yes	
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance (other than specified in Table A above) observed for all SEBI regulation/ circular/guidance note etc	Yes	

There is no resignation of statutory auditors during the period under review and hence reporting about Compliances related to resignation of statutory auditors does not arise.



(Handwritten Signature)

CS (V. SANKAR)
PRACTISING COMPANY SECRETARY

C.P. No.: 26960

M. NO. A7677

UDIN: A007677F000490401

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ANNEXURE-B TO SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024
OF
M/s. CITY UNION BANK LIMITED

1. Maintenance of records with reference to the SEBI Act, SCRA and Regulations thereunder is the responsibility of the management of the Company.
2. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity
3. I have obtained the Management representation about the compliance of Laws, Regulations and occurrence of events. The timely dissemination of the documents/information under a separate section on the website is based on the declaration by the Management and availability of records on the website of the Company.
4. I have followed the verification of records as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my Secretarial Compliance Report. The verifications were done on a random test basis to ensure the correctness of the facts reflected in the records.
5. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
6. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
7. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



A handwritten signature in black ink, appearing to read "V. Sankar".

PLACE: COIMBATORE
DATE : 29-05-2024

CS (V. SANKAR)
PRACTISING COMPANY SECRETARY
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