

**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

**B.KALYANASUNDARAM,
B.Com.,ACMA.,ACS.,**

**OFFICE :
30, PANDAMANGALAM
AGRAHARAM,
WORIUR,TRICHY-620003.
PHONE: 0431-2761590.**

**SECRETARIAL COMPLIANCE REPORT
OF
M/s. CITY UNION BANK LIMITED
149, T. S. R. (BIG) STREET KUMBAKONAM - 612001
(CIN: L65110TN1904PLC001287)
for the year ended 31-03-2020**

We have examined:

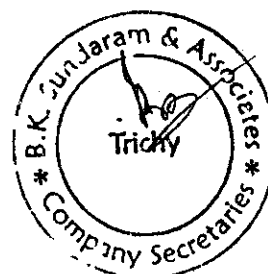
- (a) all the documents and records made available to us electronically and explanation provided by M/s. **CITY UNION BANK LIMITED**, ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,

for the year ended 31-03-2020 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 SEBI Regulations and the circulars/ guidelines issued thereunder which are relevant and applicable to the review period viz. Financial Year ended 31st March 2020 to the Company, are listed hereunder : -

- (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) Regulations, 2014

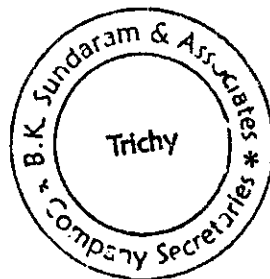


- (g) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (h) SEBI (Bankers to an Issue) Regulations, 1994
- (i) SEBI (Prohibition of Insider Trading) Regulations, 2015;

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained requisite records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- (c) No action was taken against the listed entity/ its directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder. There are no promoters and there is no material subsidiary.
- (d) The Secretarial Compliance Report for the financial year ended 31-03-2019 did not contain any observation detailing the action to be taken.

Place : Trichy
Date : 12-06-2020



FOR B.K. SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

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(B.KALYANASUNDARAM)
COMPANY SECRETARY
ACS NO. A672. CP. NO. 2209
UDIN: A000672B000339551

Note: This report has to be read along with the Annexure which forms an integral part of this report.

**B.K.SUNDARAM & ASSOCIATES
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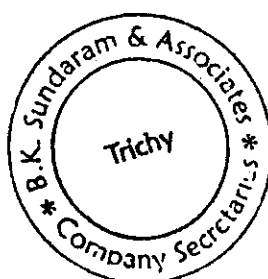
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**ANNEXURE TO SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020
OF
M/s. CITY UNION BANK LIMITED**

1. Maintenance of records with reference to the SEBI Act, SCRA & Regulations thereunder and compliance of the policies framed by the Company with reference to the above regulations is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our audit regarding the compliance by the Listed entity only.
2. We have followed the audit practices and procedures as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. We have sought and obtained all the information electronically and explanations which to the best of our knowledge and belief were necessary for the purposes of our Secretarial Compliance Report. The verifications were done on a random test basis to ensure the correctness of the facts reflected in the records.
3. We have obtained the Management representation about the compliance of Laws, Regulations and occurrence of events.

Place : Trichy
Date : 12-06-2020



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