



# CITY UNION BANK LIMITED

CIN : L65110TN1904PLC001287

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

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C.O/ Shares/LR-5/2022-23

October 14, 2022

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 and Half year ended September 30, 2022.

This is for your kind information and records please.

Thanking you

Yours faithfully

For **CITY UNION BANK LIMITED**

V Ramesh  
Sr. General Manager – CFO & CS



**REPORT ON CORPORATE GOVERNANCE**

NAME OF LISTED ENTITY: CITY UNION BANK LIMITED

QUARTER ENDED: 30.09.2022

**I. COMPOSITION OF BOARD OF DIRECTORS**

TITLE	NAME OF THE DIRECTOR	PAN# / DIN	CATEGORY (Chairperson/Executive/Non-Executive/Independent/Nominee)&	INITIAL DATE OF APPOINTMENT	DATE OF RE-APPOINTMENT	DATE OF CESSATION	TENURE*	DATE OF BIRTH	NO. OF DIRECTORSHIP IN LISTED ENTITIES INCLUDING THIS LISTED ENTITY (IN REFERENCE TO REG.17A(1))	NO. OF INDEPENDENT DIRECTORSHIP IN LISTED ENTITIES INCLUDING THIS LISTED ENTITY (IN REFERENCE TO REG.17A(1))	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)
A	B	C	D	E	F	G	H	I	J	K	L	M
Mr.	M Narayanan *	AAFPN5149L / 00682297	Chairperson	03.05.2016	22.08.2021		6.4yrs	05.04.1959	1	1	Nil	Nil
Dr.	N Kamakodi	ANSPK2572N / 02039618	Executive	01.05.2011	01.05.2014, 01.05.2017 & 01.05.2020		NA	26.07.1974	1	-	1	0
Mrs.	Abarna Bhaskar	AHTPB5334L / 06971635	Independent	25.10.2014	25.10.2019		7.11yrs	25.05.1961	1	1	1	1
Mr.	Subramaniam Narayanan	AAVPS5624B / 00166621	Independent	20.06.2017	23.08.2022		5.3yrs	02.08.1961	1	1	2	0
Mr.	V N Shiva Shankar	ABHPS5952K / 00929256	Independent	07.02.2018			4.7yrs	11.02.1970	1	1	1	0
Dr.	T S Sridhar	AAOP59737N / 01681108	Independent	07.02.2018			4.7 yrs	23.06.1955	1	1	1	0
Mr	Vaidyanathan Kalyanasundaram	AARPV5236A / 07120706	Independent	03.05.2019			3.4 yrs	28.03.1952	1	1	1	0
Mr.	T K Ramkumar	AEYPR2048K / 02688194	Independent	17.06.2019			3.3 yrs	01.12.1955	1	1	0	0
Mr.	Prof.V Kamakoti	AFWPK3004M / 03537382	Independent	27.05.2022			0.4 yrs	21.07.1968	1	1	0	0
Mr.	G Mahalingam	ACPPG2674K / 09660723	Independent	06.07.2022			0.3 yrs	16.11.1956	2	2	2	1

Note: (1) The memberships and Chairmanship in column 'I' and 'M' above includes position in unlisted public ltd., companies also as per Reg.26(1) of SEBI LODR 2015. (2) \* Appointed as Part Time - Non Executive Independent Chairman w.e.f. 04.05.2022 with the prior approval of RBI.

Whether Regular Chairperson appointed: YES (Being a Banking entity the Chairman is appointed with the Prior approval of RBI)

Whether Chairperson is related to Managing Director or CEO : NO

\$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



**II. COMPOSITION OF COMMITTEES**

Sr. No	NAME OF THE COMMITTEE	WHETHER REGULAR CHAIRPERSON APPOINTED	NAME OF COMMITTEE MEMBERS	CATEGORY (CHAIRPERSON/ EXECUTIVE/NON- EXECUTIVE/INDEPENDENT / NOMINEE)§	DATE OF APPOINTMENT	DATE OF CESSATION
1	AUDIT COMMITTEE	YES	Abarna Bhaskar V.N.Shivasankar K.Vaidyanathan	Chairperson - Independent Independent Independent	07.11.2014 01.06.2021 01.06.2021	
	* Smt Abarna Bhaskar was a member of the Audit Committee since 07.11.2014, subsequently on reconstitution of Committee position as on 01.06.2022 she was designated as Chairperson of the Audit Committee.					
2	NOMINATION COMMITTEE	YES	K.Vaidyanathan M Narayanan Abarna Bhaskar Prof.V.Kamakoti	Chairperson - Independent Independent Independent Independent	01.06.2021 20.04.2018 24.02.2016 01.06.2022	
3	RISK MANAGEMENT COMMITTEE	YES	N. Subramaniam * Dr. N Kamakodi Prof V.Kamakoti G Mahalingam	Chairperson - Independent Executive Independent Independent	18.09.2017 24.06.2011 01.06.2022 29.08.2022	
	* Shri. Subramaniam Narayanan, was appointed as a member of the committee w.e.f., 18.09.2017 subsequently on reconstitution of committee position as on 01.03.2018 he was designated as Chairperson of the Risk Management Committee.					
4	STAKEHOLDERS RELATIONSHIP COMMITTEE	YES	G Mahalingam* N.Subramaniam Dr. T S Sridhar Dr.N.Kamakodi	Chairperson - Independent Independent Independent Executive	08.08.2022 21.07.2017 18.07.2019 01.06.2022	
	* G Mahalingam, was appointed as a member of the Committee w.e.f., 08.08.2022 designated as Chairperson.					
5	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	YES	Dr. N Kamakodi K.Vaidyanathan T K Ramkumar V.N.Shivasankar Dr. T S Sridhar	Chairperson - Executive Independent Independent Independent Independent	21.04.2014 01.06.2021 21.12.2019 01.06.2021 18.07.2019	



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	WHETHER REQUIREMENT OF QUORUM MET	NUMBER OF DIRECTORS PRESENT	NUMBER OF INDEPENDENT DIRECTORS PRESENT	NUMBER OF INDEPENDENT	DATE(S) OF MEETING OF THE COMMITTEE IN THE PREVIOUS QUARTER	MAXIMUM GAP BETWEEN ANY TWO CONSECUTIVE MEETINGS IN NUMBER OF DAYS*		
02.05.2022	06.07.2022	Yes	10	10	9		60 days		
27.05.2022	08.08.2022	Yes	10	10	9				
	29.08.2022	Yes	10	10	9				
	26.09.2022	Yes	10	10	9				
IV. MEETING OF COMMITTEES									
DATE(S) OF MEETING OF THE COMMITTEE IN THE RELEVANT QUARTER	WHETHER REQUIREMENT OF QUORUM MET (DETAILS)	NUMBER OF DIRECTORS PRESENT	NUMBER OF INDEPENDENT DIRECTORS PRESENT	DATE(S) OF MEETING OF THE COMMITTEE IN THE PREVIOUS QUARTER	MAXIMUM GAP BETWEEN ANY TWO CONSECUTIVE MEETINGS IN NUMBER OF DAYS*				
AUDIT COMMITTEE									
06.07.2022	Yes	3	3	02.05.2022					
08.08.2022	Yes	4	4	27.05.2022	60 days				
29.08.2022	Yes	4	4						
26.09.2022	Yes	4	4						
NOMINATION & REMUNERATION COMMITTEE									
06.07.2022	Yes	4	4	02.05.2022	NA				
26.09.2022	Yes	4	4	27.05.2022					
RISK MANAGEMENT COMMITTEE									
06.07.2022	Yes	3	2		NA				
29.08.2022	Yes	4	3						
STAKEHOLDERS RELATIONSHIP COMMITTEE									
08.08.2022	Yes	4	3	27.05.2022	NA				
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE									
08.08.2022	Yes	5	4	02.05.2022	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) <sup>refer</sup>							
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 column "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	Yes			
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations,				
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 above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.				
5. This report and the report submitted in the previous quarter will be / has been placed before the Board of Directors.				

*V Ramesh*

**NAME : V RAMESH**

**DESIGNATION: Sr. 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.



**REPORT ON CORPORATE GOVERNANCE**

NAME OF LISTED ENTITY: CITY UNION BANK LTD.

HALF YEAR ENDED: 30.09.2022

ANNEXURE III

**AFFIRMATIONS**

BROAD HEADING	REGULATION NO.	COMPLIANCE STATUS (YES/NO/NA)
Copy of the Annual Report including Balance Sheet, Profit & Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of the listing regulations, "Yes" may be indicated. Similarly, in case the 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.

3. If the Listed entity would like to provide any other information the same may be indicated here.

**Name: V Ramesh****Designation: Sr. General Manager - CFO & CS**

**REPORT ON CORPORATE GOVERNANCE**

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

**HALF YEAR ENDED: 30.09.2022**

**ANNEXURE IV**

**1. Disclosure of Loans / guarantees / comfort letters / securities etc**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to :**

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

**(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by :**

Entity	Type (guarantee, comfort letter ect.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0



*M. S. S.*

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of securities provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other entity controlled by them		0	0
KMPs or any other entity controlled by them		0	0

**II. Affirmations**

All Loans ( or other form of debt), guarantees, comfort letters ( by whatever name called) or securities in connection with any loans (or other form of debt) given directly or indirectly by the entity to promoters , promoter group, directors (including their relatives), key managerial personnel ( including their relatives) or any entity controlled by them are in the economic interest of the company.

*V Ramesh*



Name: V Ramesh

Designation: Sr. General Manager - CFO & CS