



# 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-5/2023-24

January 19, 2024

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 ended December 31, 2023.

Kindly take note of the above intimation and disseminate to all concerned.

Thanking you

Yours faithfully

for **CITY UNION BANK LIMITED**

  
Venkataramanan S  
Company Secretary



Encl.: a.a.

NAME OF LISTED ENTITY: CITY UNION BANK LIMITED

REPORT ON CORPORATE GOVERNANCE

QUARTER ENDED: 31.12.2023

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 IN MONTHS	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 OFFICE 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		91	05.04.1959	1	1	Nil	Nil
Dr.	N. Kamakoti #	ANSPK2572N / 02039618	Executive	01.05.2011	01.05.2014, 01.05.2017, 01.05.2020 & 01.05.2023		NA	26.07.1974	1	-	1	0
Mr.	Narayanan Subramaniam	AAVPS5624B / 00166621	Independent	20.06.2017	23.08.2022		78	02.08.1961	3	3	2	0
Mr.	V N Shivashankar	ABHPS5952K / 00929256	Independent	07.02.2018	23.08.2023		70	11.02.1970	1	1	1	0
Dr.	T S Sridhar	AAOP59737N / 01681108	Independent	07.02.2018	23.08.2023		70	23.06.1955	1	1	1	0
Mr	Vaidyanathan Kalvanasundaram	AARPV5236A / 07120706	Independent	03.05.2019			55	28.03.1952	1	1	1	0
Mr.	T K Ramkumar	AEYPR2048K / 02688194	Independent	17.06.2019			54	01.12.1955	1	1	0	0
Mr	Prof.V.Kamakoti	AFWPK3004M / 03537382	Independent	27.05.2022			19	21.07.1968	1	1	0	0
Mr.	G Mahalingam	ACPPG2674K/O 9660723	Independent	06.07.2022			17	16.11.1956	5	5	5	2
Smt.	Lalitha Rameswaran	ADAPR0440G / 02326309	Independent	04.11.2022			13	09.12.1972	1	1	2	1

Note: (1) # Re-Appointed as MD & CEO for a period of three years vide RBI Approval dated April 26, 2023 (Ref No-DOR.GOV.No. 438/08.42.001/2023-24) and approved by shareholders through Postal Ballot by way of remote-voting on 02.07.2023

Whether Chairperson is related to Managing Director or CEO : NO

\$SPAN 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 period.



**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	Lalitha Rameswaran	Chairperson - Independent	05.11.2022	
			V.N.Shivashankar	Independent	01.06.2021	
			K.Vaidyanathan	Independent	01.06.2021	
			G. Mahalingam	Independent	08.08.2022	
2	NOMINATION COMMITTEE	YES	K.Vaidyanathan	Chairperson - Independent	01.06.2021	
			M.Narayanan	Independent	20.04.2018	
			Prof.V.Kamakoti	Independent	01.06.2022	
			Lalitha Rameswaran	Independent	05.11.2022	
3	RISK MANAGEMENT COMMITTEE	YES	N. Subramaniam	Chairperson - Independent	18.09.2017	
			Dr. N.Kamakodi	Executive	24.06.2011	
			Prof.V.Kamakoti	Independent	01.06.2022	
			G. Mahalingam	Independent	08.08.2022	
4	STAKEHOLDERS RELATIONSHIP COMMITTEE	YES	G. Mahalingam	Chairperson - Independent	08.08.2022	
			N.Subramaniam	Independent	21.07.2017	
			Dr. T.S. Sridhar	Independent	18.07.2019	
			Dr.N.Kamakodi	Executive	01.06.2022	
5	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	YES	Dr. N.Kamakodi *	Chairperson - Executive	21.04.2014	
			K.Vaidyanathan	Independent	01.06.2021	
			T.K.Ramkumar	Independent	21.12.2019	
			V.N.Shivasankar	Independent	01.06.2021	
6	COMPENSATION & REMUNERATION COMMITTEE	YES	Dr. T.S. Sridhar	Chairperson - Independent	01.06.2021	
			N. Subramaniam	Independent	07.08.2019	
			T.K. Ramkumar	Independent	01.06.2021	
			Prof. V.Kamakoti	Independent	01.06.2022	



**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 DIRECTORS	DATE(S) OF MEETING OF THE COMMITTEE IN THE PREVIOUS QUARTER	MAXIMUM GAP BETWEEN ANY TWO CONSECUTIVE MEETINGS IN NUMBER OF DAYS*
11.08.2023	27.10.2023	Yes	10	10	9	9	36 days
23.08.2023	29.11.2023	Yes	10	10	9	9	32 days
20.09.2023	15.12.2023	Yes	10	10	9	9	15 days

**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*
<b>AUDIT COMMITTEE</b>					
27.10.2023	Yes	4	4	11.08.2023	27 days
28.11.2023	Yes	4	4	20.09.2023	31 days
15.12.2023	Yes	4	4		16 days
<b>NOMINATION COMMITTEE</b>					
27.10.2023	Yes	4	4	No meeting	NA
15.12.2023	Yes	4	4		
<b>RISK MANAGEMENT COMMITTEE</b>					
29.11.2023	Yes	4	3	20.09.2023	NA
<b>STAKEHOLDERS RELATIONSHIP COMMITTEE</b>					
29.11.2023	Yes	4	3	11.08.2023	NA
<b>CORPORATE SOCIAL RESPONSIBILITY COMMITTEE</b>					
NIL					

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

<b>COMPENSATION AND REMUNERATION COMMITTEE</b>					
27.10.2023	Yes	4	4	20.09.2023	NA
29.11.2023	Yes	4	4		
15.12.2023	Yes	4	4		

**V. RELATED PARTY TRANSACTIONS**

SUBJECT	COMPLIANCE STATUS (YES/NO/NA) <sup>refer note below</sup>
WHETHER PRIOR APPROVAL OF AUDIT COMMITTEE OBTAINED	YES



WHETHER SHAREHOLDER APPROVAL OBTAINED FOR MATERIAL RPT	NA
WHETHER DETAILS OF RPT ENTERED INTO PURSUANT TO OMNIBUS APPROVAL HAVE BEEN REVIEWED	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.

Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or	
Date of the event	NIL
Brief Details of the Event	NIL

**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	Yes
d. Risk Management Committee (applicable to the top 1000 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.	



**NAME : VENKATARAMANAN S**

**DESIGNATION: COMPANY SECRETARY**



**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.