



# 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.com Website : www.cityunionbank.com

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

January 10, 2023

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, 2022.

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

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: 31.12.2022

I. COMPOSITION OF BOARD OF DIRECTORS

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 REFERENCE TO REG.17A(1)	NO. OF INDEPENDENT DIRECTORSHIP IN LISTED ENTITIES INCLUDING THIS 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 *	AAPNS149L / 00682297	Chairperson	03.05.2016	22.08.2021		6.7yrs	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	24.10.2022	8 yrs	25.05.1961			NA		
Mr. Narayanan Subramaniam	AAVPS5624B / 00166621	Independent	20.06.2017	23.08.2022		5.6 yrs	02.08.1961	1	1		2	0
Mr. V N Shiva Shankar	ABHPS5952K / 00929256	Independent	07.02.2018			4.10 yrs	11.02.1970	1	1		1	0
Dr. T S Sridhar	AAOPS9737N / 01681108	Independent	07.02.2018			4.10 yrs	23.06.1955	1	1		1	0
Mr. Vaidyanathan Kalyanasundaram	AARPV5236A / 07120706	Independent	03.05.2019			3.7 yrs	28.03.1952	1	1		1	0
Mr. T K Ramkumar	AEYPR2048K / 02688194	Independent	17.06.2019			3.6 yrs	01.12.1955	1	1		0	0
Mr. Prof.V Kamakoti	AFWPK3004M / 03537382	Independent	27.05.2022			0.7 yrs	21.07.1968	1	1		0	0
Mr. G Mahalingam	ACPPG2674K/0 9660723	Independent	06.07.2022			0.6 yrs	16.11.1956	4	4		3	1
Smt. Lalitha Rameswaran #	ADAPR0440G / 02326309	Independent	04.11.2022			0.2 yrs	09.12.1972	1	1		2	2

Note: (1) The memberships and Chairmanship in column 'L' 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 by RBI w.e.f. 04.05.2022. # Co-opted as Additional Director on 04.11.2022. Pursuant to Reg.17(1C) of SEBI Listing Regulations, approval of members is being sought through Postal Ballot by way of Remote e-voting.

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.



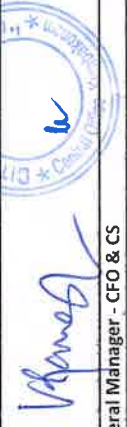
\*to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

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	Abarna Bhaskar Lalitha Rameswaran V.N.Shivasanikar K.Vaidyanathan G. Mahalingam	Chairperson - Independent Chairperson - Independent Independent Independent Independent	07.11.2014 05.11.2022 01.06.2021 01.06.2021 08.08.2022	24.10.2022
* Smt Abarna Bhaskar ceased to be Director of Bank w.e.f. 24.10.2022 and Smt. Lalitha Rameswaran was co-opted as Additional Director & appointed as Chairperson of the Audit Committee by the Board at its meeting held on 04.11.2022.						
2	NOMINATION COMMITTEE	YES	K.Vaidyanathan M.Narayanan Abarna Bhaskar Prof.V.Kamakoti Lalitha Rameswaran	Chairperson - Independent Independent Independent Independent Independent	01.06.2021 20.04.2018 24.02.2016 01.06.2022 05.11.2022	24.10.2022
3	COMPENSATION & REMUNERATION COMMITTEE	YES	Dr. T.S. Sridhar N. Subramaniam T.K. Ramkumar Prof. V.Kamakoti	Chairperson - Independent Independent Independent Independent	01.06.2021 07.08.2019 01.06.2021 01.06.2022	
4	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 06.07.2022	
* 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.						
5	STAKEHOLDERS RELATIONSHIP COMMITTEE	YES	G. Mahalingam N.Subramaniam Dr. T.S. Sridhar Dr.N.Kamakodi	Chairperson - Independent Independent Independent Executive	06.07.2022 21.07.2017 18.07.2019 01.06.2022	



6	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	YES	Dr. N. Kamakodi	Chairperson - Executive Independent	21.04.2014	
			K.Vaidyanathan	Independent	01.06.2021	
			T.K. Ramkumar	Independent	21.12.2019	
			V.N.Shivasankar	Independent	01.06.2021	
			Dr. T.S.Sridhar	Independent	18.07.2019	
<b>III. MEETING OF BOARD OF DIRECTORS</b>						
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*	MAXIMUM GAP BETWEEN ANY TWO CONSECUTIVE MEETINGS IN NUMBER OF DAYS	
06.07.2022	04.11.2022	Yes	10	9	60 days	
08.08.2022	05.12.2022	Yes	10	9		
29.08.2022	23.12.2022	Yes	10	8		
26.09.2022						
* To be filled in only for the Current Quarter meetings						
<b>IV. MEETING OF COMMITTEES</b>						
DATE(S) OF MEETING 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>						
04.11.2022	Yes	3	3	06.07.2022	60 days	
05.12.2022	Yes	4	4	08.08.2022		
23.12.2022	Yes	4	4	29.08.2022		
				26.09.2022		
<b>NOMINATION COMMITTEE</b>						
04.11.2022	Yes	3	3	06.07.2022	NA	
				26.09.2022		
<b>COMPENSATION &amp; REMUNERATION COMMITTEE</b>						
04.11.2022	Yes	4	4	06.07.2022	NA	
05.12.2022	Yes	4	4	08.08.2022		
				26.09.2022		
<b>RISK MANAGEMENT COMMITTEE</b>						
05.12.2022	Yes	4	3	06.07.2022	NA	
				29.08.2022		



STAKEHOLDERS RELATIONSHIP COMMITTEE				
04.11.2022	Yes	4	3	08.08.2022
				NA
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE				
				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 OMNIBUS APPROVAL HAVE BEEN REVIEWED BY AUDIT COMMITTEE			NA
<b>NOTE:</b>				
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				
2. The Composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015				
a. Audit Committee				
b. Nomination Committee				
c. Compensation & Remuneration Committee				
d. Stakeholders Relationship Committee				
e. Risk Management Committee ( as applicable )				
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. Any comments / Observations / advice of the Board of Directors may be mentioned here.				
				
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.				