



CITY UNION BANK LTD.,

"NARAYANA" Administrative Office,

No. 24-B, Gandhi Nagar, Kumbakonam - 612 001.

Phone : 0435 - 2402322 - Fax : 0435 - 2431746

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

CIN - L65110TN1904PLC001287

C.O/Shares/LR-5/2019-20

29.05.2019

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,

Re: Annual Secretarial Compliance Report

Pursuant to SEBI Circular No CIR/CFD/CMDI/27/2019 dated February 08, 2019, we submit herewith Annual Secretarial Compliance Report of the Bank dated 29th May, 2019 issued by M/s B.K. Sundaram & Associates, Trichy, Practicing Company Secretaries for the year ended 31st March, 2019.

You are requested to take the above on record.

Thanking you

Yours faithfully
For CITY UNION BANK LIMITED

V Ramesh
General Manager – CFO & CS



**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 31-03-2019**

We have examined:

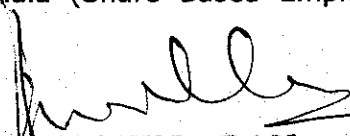
- (a) all the documents and records made available to us and explanation provided by M/s. **CITY UNION BANK LIMITED**, ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,

for the year ended 31-03-2019 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 2019 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



B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP. 2209.

Page 1 of 3

- (g) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (h) SEBI (Bankers to an Issue) Regulations, 1994
- (i) Securities and Exchange Board of India (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 promoters/ directors/ material subsidiaries 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:
- (d) As the Secretarial Compliance Report is applicable only from the financial year ended 31-03-2019 onwards, a report about the actions taken / to be taken on the previous reports does not arise.

Place : Trichy
Date : 29-05-2019



FOR B.K. SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

A handwritten signature in black ink, appearing to read "B. Kalyanasundaram".

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

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

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

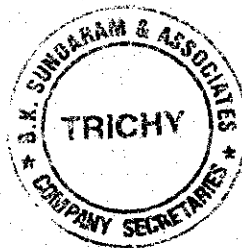
**B.KALYANASUNDARAM,
B.Com.,ACMA.,ACS.,**

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

**ANNEXURE TO SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019
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 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 : 29-05-2019



FOR B.K. SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

A handwritten signature in black ink, appearing to be "B.Kalyanasundaram".

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