



CITY UNION BANK LIMITED

ADMINISTRATIVE OFFICE-SHARES DEPT
"NARAYANA"

24B Gandhi Nagar, Kumbakonam – 612 001

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E-mail : shares@cityunionbank.com

Website : <http://www.cityunionbank.com>

CIN: L65110TN1904PLC001287

Reg Office: 149 (TSR Big Street) Kumbakonam-612001

CUB
TRUST
EXCELLENCE
SINCE 1904

AND

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force, and as amended, from time to time, Regulation 44 of SEBI Listing Regulations, 2015 as amended, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, General Circular No.14/2020 dt. April 8, 2020, No.17/2020 dt. April 13, 2020, No.20/2020 dt. May 05, 2020, No.22/2020 dt. June 15, 2020, No.33/2020 dt. September 28, 2020, No.39/2020 dt. December 31, 2020, No.10/2021 dt. June 23, 2021, No.20/2021 dt. December 8, 2021, No. 03/2022 dt. May 5, 2022 and No.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively called as the "**MCA Circulars**") and other applicable extant rules / regulations / guidelines / circulars / notifications [including any statutory modifications, amendments, thereto or re-enactments thereof], approval of the members of City Union Bank Limited is being sought on the Special Business to be passed as **Ordinary Resolution** contained herein through Postal Ballot by way of remote e-voting ("**e-voting**") process.

The said MCA circulars provide extended relaxations to seek members' approval for items other than Ordinary Business, by way of Postal Ballot or e-voting. Kindly note as per the said MCA circulars hard copy of the notice & postal ballot is not sent and accordingly this is being sent only to those members who have registered their e-mail address with the Bank / its Registrar & Transfer Agents "M/s Integrated Registry Management Services Private Limited".

You are requested to peruse the following proposed resolutions along with Explanatory Statement and thereafter record your assent / dissent by means of **e-voting** system provided by NSDL which will **commence on June 03, 2023** and **conclude on July 02, 2023**. **The resolutions, if passed, shall be deemed to have been passed on the last date of e-voting i.e. July 02, 2023 at a general meeting.**

SPECIAL BUSINESS

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the approval received from the Reserve Bank of India dt. April 26, 2023 under Section 35B of the Banking Regulation Act, 1949 and subject to Article 26 of the Articles of Association of the Bank and the relevant provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modifications or re-enactments thereof for the time being in force) and Regulation 17 of Securities and Exchange Board of India SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby accorded for the re-appointment of Dr. N. Kamakodi (DIN 02039618) as the Managing Director & CEO of the Bank for a period of three (3) years w.e.f. May 1, 2023 on such terms of remuneration and conditions as may be approved by RBI and agreed to by the Board.”

“RESOLVED FURTHER THAT the Board (including any duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and other things, to execute any agreements, documents, instruments and writings, as may be required, with the power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) of the Bank to give effect to this Resolution.

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the approval received from the Reserve Bank of India vide its letter no.DOR.GOV.No.S7448/08.42.001/2022-23 dt. February 17, 2023 under Section 35B of the Banking Regulation Act, 1949 and Article 26 of the Articles of Association of the Bank, relevant provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modifications or re-enactments thereof for the time being in force) and any other applicable rules, approval of the members be and is hereby accorded for the revision of fixed pay from Rs. 169.52 lakh p.a. plus perquisites to Rs. 178.13 lakh p.a. plus perquisites to Dr. N. Kamakodi (DIN 02039618) Managing Director & CEO of the Bank effective from May 1, 2021 on the following terms:”

Sl.No.	Particulars	Amount (in Rs.)
PART – A		
FIXED PAY		
1.	Salary	94,00,000
2.	Dearness Allowance	--
3.	Retiral / Superannuation benefits:	
	a. Provident Fund	9,40,000
	b. Gratuity	4,61,512
	c. Pension	3,83,000
4.	Leave Fare Concession / Allowance	10,00,000
5.	Entertainment Allowance	50,000
6.	Perquisites:	
	i. Free Furnished House & its maintenance / House Rent Allowance	28,80,000
	ii. Conveyance Allowance / Free use of Bank's car:	
	a. Official Purposes	Free use of Bank's two cars
	b. Private Purposes	Reimbursable @ Rs.250 for journeys not exceeding 750 km per month, beyond which 60% of the RTA rate to be recoverable.
	iii. Driver's salary	36,600
	iv. Club Membership(s)	5,00,000
	v. Subscription to newspapers, journals etc.	12,000

	vi.	Insurance Premium	50,000 (coverage of INR 5 crore for official journeys by air/ rail/ road)
	vii.	Telephone, mobile and internet facility	1,00,000
	viii.	Education allowance	20,00,000 (reimbursable for two children on production of original bills)
TOTAL FIXED PAY			1,78,13,112

Details of expenses to be reimbursed:

Sr. No.	Particulars	Amount
1	Travelling and Halting including Boarding	Reimbursement of actual travelling expenses (if by train, equivalent to the highest class / if by air, equivalent to the highest class plus any other transport and incidental expenses incurred while undertaking business travel)
2	Reimbursement of medical expenses	Reimbursement of actual medical expenses for self, spouse, dependent children and parents on production of bills. <u>Superannuation medical benefit:</u> The bank will reimburse the actual hospitalization and other medical expenses or pay the full premium under suitable medical insurance plan for self and dependent family members.
3	Casual Leave and Encashment of Privilege Leave	As applicable to other executives of the Bank.

“RESOLVED FURTHER THAT the Board of Directors / concerned Committees be and are hereby authorized to file necessary applications, clarifications or documents from time to time with the RBI for revision of remuneration / modification of any terms and conditions of Dr. N. Kamakodi, MD & CEO and to make payments thereof subject to the condition that the total remuneration shall not exceed the maximum ceiling limit prescribed under Schedule V and any other relevant provisions of the Companies Act, 2013.”

**By Order of the Board of Directors
for CITY UNION BANK LIMITED**

Venkataramanan S
Company Secretary
M.No.28842

Place: Kumbakonam

Date: May 26, 2023

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business is annexed hereto.
2. This Notice is being sent to the members whose e-mail Ids are registered with the Bank / RTA as on the **cut-off date** being **May 19, 2023** and the members on that date are eligible to cast their vote electronically. As regards e-voting, both the e-mail registered members as well as the non-registered members can cast their vote at the resolution as per remote e-voting instructions forming part of this Notice.
3. Institutional / Corporate Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to vote through remote e-voting. The e-mail may be sent directly to the scrutinizer at scrutinizer@cityunionbank.in with a copy marked to NSDL at evoting@nsdl.co.in
4. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members seeking to inspect are requested to drop an e-mail to shares@cityunionbank.in
5. Members who have not registered their e-mail address so far, are requested to register their e-mail address (for demat holders - with their respective DPs and for holders in physical form - with the Bank's RTA) to enable the Bank to send all future correspondence through e-mail.
6. A copy of this Notice is also available in the website of the Bank and NSDL. The same can also be downloaded from the website of the stock exchanges viz. The National Stock Exchange of India Limited and BSE Limited.

7. **Voting through electronic means**

In terms of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Bank is pleased to provide remote e-voting facility to its members through the services provided by National Securities Depository Limited (NSDL).

8. The **remote e-voting will commence on June 03, 2023 (9:00 a.m.)** and **conclude on July 02, 2023 (5:00 p.m.)**. The e-voting module shall be disabled by NSDL thereafter.
9. The Board of Directors of the Bank has appointed M/s **B.K. Sundaram & Associates, Practising Company Secretaries, Tiruchirapalli**, as **Scrutinizers** to scrutinize and report the voting process in a fair and transparent manner. The **Results** of the Postal Ballot shall be announced on or before **Tuesday, July 04, 2023** and the resolution if passed with requisite majority shall be deemed to have been passed on the last date of e-voting i.e. **July 02, 2023** at a general meeting. The results of the postal ballot shall be hosted in the website of the Bank and also it will be communicated to stock exchanges viz. NSE and BSE as per statutory requirements.
10. **Update your KYC:** The shareholders holding the shares in Physical / Demat to update their KYC details with the Bank / RTA or with their respective Depository Participant (DP) by submitting:
 - a) ID Proof : Self Attested copy of PAN Card
 - b) Address Proof : Self Attested copy of Passport / Aadhar Card / Bank Pass Book / Voter Card / Driving License

EXPLANATORY STATEMENT

[Pursuant to Section 102 read with Section 110 of the Companies Act, 2013]

Item No. 1

Re-appointment of Dr. N. Kamakodi (DIN 02039618) as the Managing Director & CEO of the Bank for a period of three (3) years w.e.f. May 1, 2023

In accordance with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of a person in the Board should be approved by the shareholders at the next Annual General Meeting or within 3 months from the date of appointment, whichever is earlier. In view of the above provisions, this agenda is provided to members of the Bank for its approval through Postal Ballot by way of remote e-voting.

Based on the recommendation of the Nomination Committee and the Board of Directors of the Bank, the RBI vide its letter no. DoR.GOV.No 438/08.42.001/2023-24 dated April 26, 2023 has given its approval for the Re-appointment of Dr. N. Kamakodi (DIN 02039618) as the MD & CEO of the Bank for a further period of three (3) years w.e.f May 01, 2023.

The re-appointment of Dr. N. Kamakodi is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949 and he has given his consent to act as Director. Dr. N. Kamakodi satisfies the conditions provided under part 1 of Schedule V of the Companies Act, 2013 and he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, by virtue of any SEBI order or any other authority, he has not been debarred from holding the office of Director.

The details of Dr. N. Kamakodi (including brief Profile) required to be furnished pursuant to Regulation 36(3) of SEBI Listing Regulations and relevant Secretarial Standard of ICSI, is set-out elsewhere in this notice forming part of this notice.

Save and except Dr. N. Kamakodi and his relatives, who are the shareholders of the Bank, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this agenda item.

The Board recommends the resolution set-out at Item No.1 of this Notice for approval of the members by passing **Ordinary Resolution**.

Item No. 2

Revision in remuneration - Fixed Pay of Dr. N. Kamakodi, MD & CEO w.e.f. May 1, 2021

The members are informed that as per the provisions of Section 196 and 197 of the Companies Act, 2013, the terms & conditions for appointment and remuneration payable to Managing / Whole Time Director require the approval of shareholders.

The members are further informed that as per the guideline issued by RBI on Compensation to Whole time Directors, CEOs, Material Risk Takers and Control Function Staffs of Private Sector Banks dt. November 04, 2019 effective from April 01, 2020, the MD & CEO of the Bank is eligible for remuneration in the form of Fixed Pay and Variable Pay. Further, pursuant to such guideline, the Bank while computing the total Fixed Pay of MD and CEO, shall quantify the monetary value of all perquisites proposed to be paid to him and include the same in salary component.

Accordingly, based on the application made by the Bank for revision in remuneration of Dr. N. Kamakodi, w.e.f. May 01, 2021, the RBI vide its letter number DOR.GOV.No.S7448/08.42.001/2022-23 dt.

February 17, 2023 has accorded its approval for revision in remuneration - fixed pay to Dr. N. Kamakodi, MD & CEO of the Bank for an amount of Rs. 178.13 lakh (earlier Rs. 169.52 lakh w.e.f May 01, 2020 approved by members at its meeting held on August 19, 2021) applicable w.e.f May 01, 2021. The resolution seeking the approval of members is provided under Agenda Item No.2 of this Notice.

Save and except Dr. N. Kamakodi and the shareholders who are relatives of Dr. N. Kamakodi, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in the Agenda item.

The Board recommends the Resolution set out at Item No.2 of this Notice for approval of the members by passing **Ordinary Resolution**.

Brief Profile of Dr. N. Kamakodi pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and Secretarial Standard issued by ICSI

Name of the Director	N. Kamakodi (DIN 02039618)
Father's Name	(Late) Shri V Narayanan
Date of Birth / Age	July 26,1974, 48 years
Qualification	B.Tech, MBA, CAIIB, Ph.D
Brief resume including experience	Expertise: Banking Dr. N. Kamakodi (DIN 02039618) is qualified as B.Tech, MBA, CAIIB & Ph.D. He started his career as Assistant Manager-Production Engineer, in Reliance Industries Limited, in 1995 at the Hazira Project, Gujarat and continued till the year 1998. Thereafter he joined the Chinese University of Hong Kong to pursue his MBA degree. Thereafter he was involved in conceiving and developing an off-shore BPO (Business Process Outsourcing) Unit in the year 2000 and was associated with the unit till 2003. In the year 2003, he joined City Union Bank as Deputy General Manager HRD and elevated to the position of General Manager in charge of Credit in April 2005. In September 2006, he took charge as Executive Director of the Bank and in January 2011 he was re-designated as Executive President. In May 2011, he assumed charge as MD & CEO of the Bank. Within a period of two decades he has demonstrated his skill and ability to achieve major developments in the bank, that included rapid branch expansion, high growth trajectory, introduction of Employees Stock Option Schemes and adoption of technology to take the bank almost on par with the best digitally tech savvy banks in the industry.
Nature of expertise in specific functional areas	Banking
Date of appointment in the Bank (in current term)	Re-appointed as MD & CEO for a period of three years w.e.f May 01, 2023 vide RBI letter No DoR.GOV.No.438/08.42.001/2023-24 dated April 26, 2023
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board Committees	As on date he is a member in the following Committees of the Board: 1. Credit Committee 2. Stakeholders Relationship Committee 3. Committee to review NPA & Suit Accounts 4. Risk Management Committee 5. Customer Service Committee 6. Special Committee for monitoring and follow up of Frauds 7. IT Strategy Committee 8. Premises Committee 9. Corporate Social Responsibility Committee (Chairman)
Other outside Directorships held	NIL
Listed entities from which he has resigned in the past three years	Not Applicable
Remuneration sought to be paid	As he is a Whole Time Director he is eligible for Fixed Pay & Variable Pay Remuneration as approved by RBI from time to time.
Remuneration last drawn	During FY 2023, remuneration of Rs. 121.53 lakh was paid.
Number of Board meetings attended during the year	Two so far in FY 2023-24

Equity Shareholding as on May 01, 2023	24,18,650
Skills and capabilities required for the role and the manner in which he meets such requirements	<p>Joining the Bank in the year 2003 as Deputy General Manager, he ascended to the top post of Managing Director & CEO in the year 2011 that he could occupy the helm in a period of 8 years amply demonstrates his administrative prowess. His complete grasp of market realities enabled him to take timely and appropriate decisions whenever any sensitive development takes place in the Banking industry. He was instrumental in getting many Foreign Institutions in the exercise towards capital building.</p> <p>In brief, it may be noted that during Dr. N. Kamakodi's tenure so far, the Bank has progressed well on an upright and unblemished path duly complying with the regulatory guidelines and has shown a good performance covering capital, total business, healthy loan book, earnings and return on assets. It needs a mention here that during his term the Bank has witnessed a tectonic shift in Banking service to all its customers through digital channels where major percentage of transactions are taking place through this mode only.</p> <p>Dr. N. Kamakodi with his proven track record and poise will be able to guide the Bank to progress further on sound lines in the coming years.</p>

**By Order of Board of Directors
for CITY UNION BANK LIMITED**

Place: Kumbakonam
Date: May 26, 2023

Venkataramanan S
Company Secretary
M.No. 28842

INSTRUCTIONS FOR REMOTE e-VOTING

The remote e-voting period **begins on June 03, 2023 at 09:00 A.M. (IST) and ends on July 02, 2023 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date)** i.e. **May 19, 2023**, can cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

How do I vote electronically using NSDL e-Voting system?





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting by Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or call at 022-48867000/24997000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542 / 43 or contact at toll free no. 1800225533</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. **INSTITUTIONAL SHAREHOLDERS** (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant **Board Resolution/ Authority letter** etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@cityunionbank.in with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sivapazham PA, at evoting@nsdl.co.in

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shares@cityunionbank.in
2. In case shares are held in demat mode, please provide DP ID Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares@cityunionbank.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user Id and password for e-voting by providing above mentioned documents.
4. **In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.**