



CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

Regd. Off.: 149, T.S.R (Big) Street, Kumbakonam - 612 001

Phone: 0435 - 2432322 e-mail: shares@cityunionbank.com

website: www.cityunionbank.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE be and is hereby given that the Annual General Meeting of the members of **CITY UNION BANK LIMITED** will be held on Saturday, the 1st day of September, 2018, at 10.31 a.m, at "RAYA MAHAL", 45-46, GANDHI ADIGAL SALAI, KUMBAKONAM - 612001, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March, 2018 and the reports of Directors and Auditors thereon.
2. To declare dividend on equity shares for the Financial Year 2017-18.
3. To appoint auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable and the Banking Regulation Act, 1949 (including any statutory modifications or re-enactments thereof for the time being in force), the Rules, Circulars and Guidelines issued by the Reserve Bank of India from time to time and the approval from the Reserve Bank of India vide its letter no.DBS.ARS.No.7377 / 08.13.005 / 2017-18 dated 20th June, 2018, **M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai**, be and is hereby appointed as Statutory Central Auditors of the Bank for the second term from the conclusion of the forthcoming Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee of the Board, in addition to payment of any out of pocket expenses that may be incurred by them during the course of audit".

SPECIAL BUSINESS

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

"RESOLVED THAT the Board of Directors of the Bank be and is hereby authorized to appoint, in consultation with Statutory Central Auditors of the Bank, the Branch Auditors who are qualified to act as Auditors, including Statutory Auditors pursuant to Section 139, 143(8) and other applicable provisions of the Companies Act, 2013 and the Rules made there under for the purpose of audit of the branches of the Bank for the year 2018-19 and to decide the Branch Offices to be audited by such Branch Auditors and to fix their remuneration and reimbursement of out of pocket expenses incurred in connection with the Audit, based on the recommendation of the Audit Committee of the Board".

5. 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 provisions of the Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Appointment and Qualification of Director) Rules, 2014 and pursuant to Section 10A(2A) of the Banking Regulation Act, 1949, approval of the members the and is hereby accorded for the appointment of **Shri. V.N. Shivashankar (DIN 00929256)** as an Independent Director on the Board of the Bank, for a period of five years w.e.f. 1st September, 2018 and that he shall not be liable to retirement by rotation."

6. 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 provisions of the Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with



Companies (Appointment and Qualification of Director) Rules, 2014 and pursuant to Section 10A(2A) of the Banking Regulation Act, 1949, approval of members be and is hereby accorded for appointment of **Dr. T. S. Sridhar (DIN 01681108)** as an Independent Director on the Board of the Bank for a period of five years w.e.f., 1st September, 2018 and that he shall not be liable to retirement by rotation."

7. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of the Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Guidelines on Compensation of Non-Executive Directors of Private Sector Banks, applicable rules, circulars and other guidelines issued by the Reserve Bank of India, the Non-Executive Directors of the Bank (i.e. Directors who are neither the Managing Director nor the Whole Time Directors) except Non-Executive Part time Chairperson, be paid such sum by way of profit related commission / compensation not exceeding in aggregate, one per cent of the net profits of the Bank as computed in the manner laid down in Section 198 of the Companies Act, 2013 or maximum of ₹ 10.00 lakhs (Rupees Ten Lakhs) to each of such Directors, whichever is lower; or such other sum as may be revised by RBI in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Bank for each financial year commencing from 1st April, 2017.

"RESOLVED FURTHER THAT the Board of Directors (including any duly constituted Committee of the Board of Directors) of the Bank, be and is hereby authorized to do all such acts, deeds and matters and things and to take all such steps as may be required in this connection including seeking all approvals as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard".

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

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Bank, the SEBI Listing Regulations, 2015 and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, the provisions of the Foreign Exchange Management Act, 1999, applicable rules, regulations, guidelines or laws and / or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India, SEBI and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities") and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the "requisite approvals") which may be agreed to by the Board of Directors of the Bank (herein after called the "Board") which term shall be deemed to include any Committee which the Board may constitute and Board be and is hereby authorized, to offer, issue and allot, by way of Qualified Institutions Placement (QIP), to Qualified Institutional Buyers (QIB), in terms of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, whether or not such investors are existing members of the Bank, through one or more placements to raise an amount not exceeding ₹ 500 crore by issue of Equity shares of ₹ 1/- each at such price or prices, (whether at prevailing market prices or at permissible discount or premium to market prices in terms of applicable regulations) as the Board or the appointed Committee thereof may determine at its discretion in accordance with the relevant guidelines and where necessary in consultation with Lead Managers and / or Co-Managers and other Advisors."

"RESOLVED FURTHER THAT the QIP issue shall be completed within 12 months from the date of this resolution. The Bank may in accordance with



applicable laws, also offer a discount of such percentage on the price calculated in accordance with the pricing formula provided under the ICDR Regulations."

"RESOLVED FURTHER THAT the allotment to each / any Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 5% of the post issue paid-up capital of the Bank."

"RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Bank or the appointed Committee thereof decide to open the proposed issue as the case may be ("Relevant Date")."

"RESOLVED FURTHER THAT such of shares to be issued as are not subscribed may be disposed off by the Board to such persons and in such manner and on such terms as the Board may in its absolute discretion thinks fit in accordance with the provisions of law."

"RESOLVED FURTHER THAT the Equity shares so issued shall rank *pari passu* with the existing Equity shares of the Bank in all respects."

"RESOLVED FURTHER THAT the Equity shares to be offered and allotted to the QIBs shall be in dematerialized form"

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of equity shares the Board or a Committee be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting,

marketing, listing and trading, to issue placement document(s) and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

"RESOLVED FURTHER THAT the Board or the Committee be and is hereby authorized to appoint the Lead Managers / Co-Managers / Advisors in the offerings of securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with the Lead Managers / Co-Managers / Advisors and to seek the listing of such securities."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to apply for listing of the new Equity shares as may be issued with the BSE Limited and National Stock Exchange of India Limited."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make necessary application(s) to the National Securities Depository Limited and / or Central Depository Services (India) Limited for admission of the above said Equity shares to be allotted on QIP basis."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or the Managing Director and Chief Executive Officer or any other Officer / Authorised representative of the Bank to give effect to the aforesaid resolution(s)."

By Order of the Board

For CITY UNION BANK LIMITED

V. Ramesh

Company Secretary

Place : Chennai

Date : 26th July, 2018



NOTICE

NOTES:

1. PROXY

A member / beneficial owner entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself / herself and such a proxy need not be a member of the Bank. A person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights. Proxy form in order to be effective should be lodged with the registered office of the Bank not less than 48 hours before the commencement of the meeting.

2. EXPLANATORY STATEMENT

The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business is annexed hereto.

3. In case of joint holding, only the first holder will be entitled to vote.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Bank a certified copy of the Board resolution authorizing their representative to attend the Meeting on their behalf.

5. BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from **25th August, 2018** to **1st September, 2018** (both days inclusive).

6. DIVIDEND ENTITLEMENT

Dividend, when approved, will be paid to such members whose names appear in the Register of Members of the Bank as on Friday, the **24th August, 2018**.

In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as on **24th August, 2018** as per the details furnished by the Depositories for this purpose.

7. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the Bank on all working days between 10:00 a.m. to 12:00 noon up to

the date of AGM. This notice and the Annual Report will also be available on the Bank's website www.cityunionbank.com, for download.

8. MULTIPLE FOLIOS

If any shareholder is holding more than one folio for the same set of names, the shareholder(s) concerned may please write to the Registrars and Share Transfer Agents of the Bank M/s. Karvy Computershare Private Limited, Hyderabad (Karvy), so that their holdings can be consolidated into one folio. This would help the shareholder(s) concerned to effectively monitor their holdings and also the dividend receivable.

9. DEMATERIALIZATION OF SHARES

The shares of the Bank have been traded compulsorily in dematerialized form with effect from 25th June, 2001 in the Stock Exchanges. The shareholders who have not so far dematerialized their shares are requested to do so in their own interest having regard to the safety and benefits attached thereto. Further, SEBI vide its Notification No. SEBI / LAD-NRO / GN / 2018 / 24 dated 8th June, 2018 has notified that, the transfer of shares by a member shall take effect only in de-mat mode from 8th December, 2018.

10. UNCLAIMED DIVIDENDS / SHARE TRANSFERRED TO IEPF AUTHORITY

In terms of the relevant provisions of Section 124 and 125 of the Companies Act, 2013 and the relevant Rules of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the unclaimed dividend and the underlying equity shares of the Bank for FY 2009-10 has been transferred to IEPF authority.

The unclaimed dividend for FY 2010-11 and underlying shares is due for transfer during FY 2018-19 pursuant to aforesaid provisions.

The shareholders are requested to contact Karvy Computer Share Private Limited (Karvy) / Bank for claiming their unclaimed Dividend and / or shares transferred to IEPF Authority and also visit the website of the Bank in this regard.



Further, the dividend warrants if any, lying with the shareholders in respect of such period(s) have to be submitted for revalidation to the Company Secretary, City Union Bank Limited, "NARAYANA", Administrative Office, No. 24-B, Gandhi Nagar, Kumbakonam - 612 001.

11. Members holding shares in electronic form may note that Bank account details registered against their respective depository accounts will be used by the Bank for payment of dividend. The Bank or "Karvy" cannot act on any request received directly from the members holding shares in electronic form for any change of Bank account details or Bank mandates. Such changes are to be advised only through the Depository Participant of the members.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to "Karvy".
13. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participants or "Karvy" so that they can receive the Annual Report and other communication from the Bank electronically.
14. In terms of Section 108 of the Companies Act, 2013 read with the Rules made there under and Regulation 44 of the SEBI Listing Regulations, the Bank is providing remote e-voting facility to its members holding shares in physical / de-mat mode, as on the cut-off date being 24th August, 2018, to exercise their right to vote by electronic means on all business items specified in the accompanying notice. The remote e-voting will commence on 28th August, 2018 (9:00 a.m.), and close on 31st August, 2018 (5:00 p.m). The detailed procedure is appended to this notice.
15. The Board of Directors of the Bank has appointed M/s. B.K. Sundaram & Associates, Practicing Company Secretaries, Tiruchirapalli as Scrutinizer to scrutinize and report the voting process in a fair and transparent manner.
16. The Bank continues to support the "**Green Initiative**" announced by the Government of India, and in this regard the electronic copies of the Annual Report and Notice along with Attendance Slip and Proxy Form are being sent by e-mail to those shareholders whose e-mail address have been registered with Karvy / their Depository Participants (DP's) unless the member has requested for a hard copy of the same.
17. **Update your KYC : The shareholders holding the shares in Physical / Demat to update their KYC with our Bank / "Karvy" 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 PassBook / Voter Card / Driving Licence**
18. **The shareholders are requested to update their Bank ECS Mandate by way of submitting duly signed copy of PAN card along with cancelled cheque leaf with our Bank / "Karvy" or with their respective Depository Participant (DP) for receiving the corporate benefits by way of electronic credit to their respective Bank account in time without any hassle.**

**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.4

In terms of the provisions of Companies Act, 2013 and the Rules, if any, made there under, the Branch Offices of the Bank have to be audited either by Statutory Central Auditors of the Bank or other qualified Auditors. Accordingly, Bank intends to entrust the Audit of its Branch Offices either to the Statutory Auditors or to other qualified Auditors in consultation with Statutory Central Auditors on such remuneration and on such terms and conditions as the Board deems fit based on the recommendations of the Audit Committee of the Board.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by Members.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution.

Item No.5

In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of an Independent Director requires approval by members.

The Board of Directors of the Bank pursuant to provisions of Section 161 of the Companies Act, 2013 and Article 19 of the Articles of Association of the Bank co-opted **Shri. V.N. Shivashankar (DIN 00929256)** as an Additional Director on the Board of the Bank in their Meeting held on 7th February, 2018.

The appointment of Shri. Shivashankar is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Bank has received a declaration from Shri. Shivashankar that he meets the criteria of Independence as prescribed under Section 149 (6) of the Companies Act, 2013 and SEBI Listing Regulations, 2015. In the opinion of the Board, Shri. Shivashankar fulfils the conditions as specified in the Companies Act, 2013, Banking Regulation Act, 1949 and SEBI Listing Regulations, 2015. Shri. Shivashankar is Independent of the management and possesses appropriate skills, experience and knowledge to effectively represent on the Board of the Bank.

The detailed profile of Shri. Shivashankar pursuant to SEBI Listing Regulations, 2015 is furnished separately as

part of this Notice.

Keeping in view his vast expertise and knowledge in Corporate Laws, Mergers and Joint Ventures, Compliance etc., it will be in the interest of the Bank that Shri. Shivashankar is appointed as an Independent Director on the Board of the Bank for a period of five years w.e.f. 1st September, 2018.

The Board recommends the Resolution set out at Item No.5 of the Notice for approval by members as an Ordinary Resolution.

Save and except Shri. Shivashankar, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution.

Item No.6

In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of an Independent Director requires approval of members.

The Board of Directors of the Bank pursuant to provisions of Section 161 of the Companies Act, 2013 and Article 19 of the Articles of Association of the Bank, co-opted **Dr. T. S. Sridhar (DIN 01681108)** as an Additional Director on the Board of the Bank in their Meeting held on 7th February, 2018.

The appointment of Dr. Sridhar is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Bank has received a declaration from Dr. Sridhar that he meets the criteria of Independence as prescribed under Section 149 (6) of the Companies Act, 2013 and SEBI Listing Regulations, 2015. In the opinion of the Board, Dr. Sridhar fulfils the conditions as specified in the Companies Act, 2013, Banking Regulation Act, 1949 and SEBI Listing Regulations, 2015. Dr. Sridhar is Independent of the management and possesses appropriate skills, experience and knowledge to effectively represent on the Board of the Bank.

The detailed profile of Dr. Sridhar pursuant to SEBI Listing Regulations, 2015 is furnished separately as part of this Notice.

Keeping in view his vast expertise and knowledge in

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Agriculture & Rural Economy, SSI, Cooperatives, Banking and Finance, Human Resource, Business Management etc., it will be in the interest of the Bank that Dr. Sridhar is appointed as an Independent Director on the Board of the Bank for a period of five years w.e.f. 1st September, 2018.

The Board recommends the Resolution set out at Item No.6 of the Notice for approval by members as an Ordinary Resolution.

Save and except Dr. Sridhar, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution.

Item No.7

The provisions of Section 197 of the Companies Act, 2013 permits payment of remuneration to Non- Executive Directors (who are neither Managing Directors nor Whole Time Directors) of the Company by way of Commission / Compensation, if the Company authorizes such payment by way of a resolution of Members in the following manner:

One per cent (1%) of the net profits of the Bank, if there is a Managing or Whole-time Director or Manager;

Three per cent (3%) of the net profits in any other case

Further, the Reserve Bank of India with an object to bring in more professionalism into the Boards of Bank, to attract and retain Professional Directors, notified guidelines on Compensation to Non-Executive Directors of Private Sectors Banks besides payment of sitting fees for attending Board and Committee meetings (DBR.No.BC.97 / 29.67.001 / 2014-15 dated 1st June, 2015). Pursuant to such guidelines, the maximum remuneration which can be paid to each Non-Executive Director in the form of profit related commission is ₹ 10 lakh per annum (Rupees Ten lakh p.a) subject to the Compensation Policy of the Bank and the provisions of the Companies Act, 2013.

In terms of the aforesaid provisions and guidelines, it is proposed to remunerate the Non Executive Directors of the Bank by way of profit based Commission / Compensation with the lowest of the following limits or such other sum as may be prescribed by RBI, for each financial year commencing from 1st April, 2017.

Maximum of ₹ 10.00 lakhs per annum for each of such Non-Executive Directors, in such manner and in all

respect as may be decided by the Board of Directors; or

Such sum by way of profit related Commission / Compensation not exceeding in aggregate one per cent (1%) of the net profits of the Bank, as computed in the manner laid down in Section 198 of the Act.

The Board therefore, recommend the resolution, as set forth in Item No.7 of this Notice for approval by the Members of the Bank.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non- Executive Directors of the Bank to whom the resolution relates are concerned or interested in the resolution mentioned in item No.7.

Item No.8

The present Authorized Capital of the Bank is ₹ 100 Crore and the Issued and Paid up Capital is ₹ 73.19 crore divided into 73,18,87,950 fully paid equity shares of ₹ 1/- each. The shareholders funds at the end of Financial Year 2017 - 18 stood at ₹ 4,163 crore.

It is in this context we bring to your notice that the Bank had been seeking shareholders approval with an enabling resolution to go for QIP issue almost every year. As per statutory guidelines, the special resolution has a validity period of 12 months and that if this agenda is approved by the shareholders by way of a special resolution, practically the Bank can raise funds through QIP at shorter notice as a matter of operational convenience.

Though we sought shareholders approval in earlier years, we utilized it only once during July 2014 considering the capital requirements and market trend. Similarly, we would like to seek the shareholders approval for QIP issue upto ₹ 500 crore (Rupees Five Hundred Crore only) including premium. It will be used judiciously at appropriate time depending upon the need and opportunity available.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution.

The proposed resolution is in the best interests of the Bank and hence the Directors recommend passing of resolution set out under Item No.8 as a Special Resolution.

By Order of the Board
For **CITY UNION BANK LIMITED**

V. Ramesh
Company Secretary

Place : Chennai
Date : 26th July, 2018



REMOTE e-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Bank is pleased to offer remote e-voting facility to its Members to exercise their right to vote at the ensuing Annual General Meeting (AGM) by electronic means in respect of the businesses to be transacted at the AGM, through the remote e-voting platform provided by "Karvy".

Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. Facility of voting through physical ballot shall also be made available at the meeting venue.

- i. The remote e-voting facility will be available during the following period:
 - a) Day, date and time of commencement of remote e-voting: **Tuesday, the 28th August, 2018 at 9:00 a.m.**

- b) Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: **Friday, the 31st August, 2018 at 5:00 p.m.**

- ii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their shares of the paid up equity share as on the cut-off date being **24th August, 2018.**

- iii. Any person who acquires shares of the Bank and become Member of the Bank after the dispatch of the AGM Notice and holds shares as on the cut-off date i.e. **24th August, 2018** may obtain the User Id and password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No./ DP-ID Client ID, the Member may send SMS:

MYEPWD<space> E-voting Event Number +Folio number or DP-ID Client ID to +91-9212993399

Example for NSDL:	Example for CDSL:	Example for Physical:
MYEPWD<SPACE>IN1234561234567	MYEPWD<SPACE>1402345612345678	MYEPWD<SPACE>(EVENTNO)XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No./ DP-ID Client ID, then on the home page of **https://evoting.karvy.com**, the Member may click "Forgot Password" and enter Folio No. or DP-ID Client ID and PAN to generate a password.
- c) Member may call Karvy's Toll free number **1-800-3454-001**.
- d) Member may send an e-mail request to **evoting@karvy.com**
- iv. **The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.**

- v. Details of Website: **https://evoting.karvy.com**
- vi. Details of person to be contacted for issues relating to e-voting:

Shri. Prem Kumar
 Karvy Computershare Private Limited
 Unit: **CITY UNION BANK LTD.**
 Karvy Selenium Tower B, Plot 31-32,
 Gachibowli, Financial District, Nanakramguda,
 Hyderabad - 500 032
 Tel. No.: +91 40 67161509
 Toll Free No.: 1 - 800 - 3454 - 001
 Fax No.: +91 40 23420814
 E-mail: evoting@karvy.com



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vii. Details of Scrutinizer: **Shri. B. K. Sundaram & Associates, Practicing Company Secretaries.**

viii. The procedure and instructions for remote e-voting facility are as follows:

A. In case shareholders receive email from Karvy:

i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.

ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. / DP ID & Client ID will be your User ID. However, if you are already registered with "Karvy" for e-voting, you can use your existing User ID and password for casting your vote

iii. After entering these details appropriately, click on "LOGIN".

You will now reach password change menu wherein they are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

iv. You need to login again with the new credentials.

v. On successful login, the system will prompt you to select the e-voting Event Number for e-voting.

vi. If you are holding shares in demat form and had logged on to https://evoting.karvy.com and casted your vote earlier for any other company, then your existing login id and password are to be used.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 24th August, 2018 under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cut-off date.

viii. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

ix. Members holding multiple folios / de-mat accounts shall choose the voting process separately for each of the folios / de-mat accounts.

x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

xi. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xiii. **Corporate / Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: bkksoffice@gmail.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "CorporateName_EVENT NO."**

B. In case of shareholders receiving Notice by post:

i. Initial password is provided at the bottom of the Attendance Slip

ii. Please follow all steps from Sl. No. (i) to Sl. No. (xiii) above, to cast vote.

C. 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 https://evoting.karvy.com or contact **Shri. Prem Kumar of Karvy Computershare Private Limited** at + 91- 40 - 6716 1509 or at 1 - 800 - 3454 - 001 (toll free).

**NOTICE**

- D. The Scrutinizer's decision on the validity of the vote shall be final.
- E. Once the vote on a resolution stated in this notice is cast by shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the Meeting, however such member shall not be allowed to vote again.
- F. The Scrutinizer after scrutinizing the votes cast through remote e-voting and through poll, if any, at the Meeting venue, will make a consolidated

Scrutinizer's Report and submit the same forthwith not later than two days of conclusion of the Meeting to the Chairman of the Bank or a person authorised by him in writing, who shall countersign the same.

- G. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Bank (www.cityunionbank.com) and on the website of Karvy (https://evoting.karvy.com). The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.**

Profile of Directors being recommended for appointment pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Brief profile of Shri. V. N. Shivashankar

Father's Name	Shri. Vellur Ramachandraiyaer Narayanan
Date of Birth	11 th February, 1970
Qualification	B.Com., A.C.S., A.I.C.W.A., BL.
Expertise	Corporate Laws, Financial Regulations, Mergers and Capital Markets
Date of first appointment in the Bank	7 th February, 2018
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board committees	Irregular Advances and Stakeholders Relationship
Other outside Directorships held	1. Proactive Solutech (India) Pvt. Ltd. 2. Cameo Corporate Services Ltd. 3. Zephyr Financials Publishers Pvt. Ltd. 4. CIS Network Technologies Pvt. Ltd. 5. Medispan Ltd. 6. Jaikirthi Management Consultancy Pvt. Ltd. 7. SSS Soft Source and Printing Solutions Pvt. Ltd.
Remuneration sought to be paid	Sitting Fees for attending Board & Committee Meeting and Profit Linked Commission as may be approved by the Board / relevant authority
Remuneration last drawn	N.A
Number of Board Meetings attended during the year	2 / 2
Shareholding in the Bank	6,37,384

**Brief profile of Dr. T.S. Sridhar, I.A.S.(Retd.)**

Father's Name	Shri. T.R.Srinivasan
Date of Birth	23 rd June, 1955
Qualification	M.A., Ph.D.
Expertise	Agriculture & Rural Economy, SSI, Cooperatives, Banking and Finance, Human Resource and Business Management.
Date of first appointment in the Bank	7 th February, 2018
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board committees	Customer Service
Other outside Directorships held	Nil
Remuneration sought to be paid	Sitting Fees for attending Board & Committee Meeting and Profit Linked Commission as may be approved by the Board / relevant authority
Remuneration last drawn	N.A
Number of Board Meetings attended during the year	2 / 2
Shareholding in the Bank	100

