CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

Regd. off.: 149, T.S.R (Big) Street, Kumbakonam – 612 001

Phone: 0435-2432322; Fax: 0435-2431746

e-mail: shares@cityunionbank.in; website: www.cityunionbank.com

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 Member(s),

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, 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 CircularNo.14/2020 dt. April 8, 2020, No.17/2020 dt. April 13, 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 and No. 03/2022 dt. May 5, 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 **Special Resolution** contained herein through Postal Ballot by 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 resolution alongwith Explanatory Statement and thereafter record your assent / dissent by means of **e-voting** system provided by NSDL which will **commence on December 31, 2022** and **conclude on January 29, 2023**. The resolution, if passed, shall be deemed to have been passed on the last date of e-voting i.e. January 29, 2023 at a general meeting.

SPECIAL BUSINESS

Appointment of Smt. Lalitha Rameswaran (DIN 02326309), as an Independent Women Director on the Board of the Bank

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 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act 2013 read with Rules made there under ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the SEBI Listing Regulations"), Section 10A(2A) and other relevant provisions of the Banking Regulations Act, 1949("Banking Act") (including any modifications or re-enactments thereof for the time being in force), Rules, Circulars, Guidelines issued by the Reserve Bank of India ("RBI") as applicable from time to time,

provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination Committee and the Board of Directors of the Bank, approval of the members be and is hereby accorded for the appointment of **Smt. Lalitha Rameswaran (DIN 02326309)** [who was co-opted as an Additional Director by the Board at its meeting held on November 4, 2022 pursuant to the provisions of Section 161(1) of the Act] as an Independent Women Director in the Board of the Bank with effect from the date of her appointment by the Board for a period of five (5) years and being an Independent Director, she will not be liable to retire by rotation."

By Order of the Board for CITY UNION BANK LIMITED

Sd/-V Ramesh Company Secretary M.No.13909

Place: Kumbakonam Date: December 5, 2022

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 December 23, 2022 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 email 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 December 31, 2022 (9:00 a.m.)** and **conclude on January 29, 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, January 31, 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. January 29, 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 of the Companies Act, 2013]

In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") the appointment of an Independent Director requires approval of shareholders by way of Special Resolution and also as per Regulation 17(1C) of the Listing Regulations, 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, 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 **Smt. Lalitha Rameswaran (DIN 02326309)** as an Additional Director on the Board of the Bank at its Meeting held on November 4, 2022.

The appointment of Smt. Lalitha Rameswaran (DIN 02326309) is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director. The Bank has also received a declaration from her stating that she 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, she fulfills the conditions as specified in the Companies Act, 2013, Banking Regulation Act, 1949 and SEBI Listing Regulations, 2015 for appointment as an Independent Director and is Independent of the management and possesses appropriate skills, experience and knowledge to effectively represent in the Board of the Bank.

Smt. Lalitha Rameswaran (DIN 02326309) is a practising Chartered Accountant having a professional standing of 25 years and is also a qualified Information Systems Auditor (DISA) from the Institute of Chartered Accountants of India. Her forte being Taxation (Both Income Tax& GST) and Banking Consultancy, she is handling the tax matters of various Nationalized and Private Sector Banks in addition to handling Statutory Central Audit of Private Sector Banks, Public Sector Banks, NBFC, Public & Private Sector Undertakings. The Board of Directors is of the view that her appointment as Director in the Bank will be utmost benefit to the Bank in the areas of Accountancy, Finance, Taxation, Audit, Banking, Capital Markets and Information Technology.

Save and except Smt. Lalitha Rameswaran and her 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 to the shareholders for the appointment of Smt. Lalitha Rameswaran (DIN 02326309) as an Independent Women Director, not liable to retire by rotation, in the Board of the Bank for a period of 5 (five) years from the date of her appointment by the Board i.e. November 4, 2022, by way of **Special Resolution.**

Additional Details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015 and Secretarial Standard issued by ICSI

Name of the Director	Lalitha Rameswaran (DIN 02326309)
Father's Name	Late M. V. Sathyanarayana
Date of Birth / Age	December 9, 1972, 49 years
Qualification	B. Com, FCA, DISA
Brief resume including experience	Expertise: Accountancy, Finance, Taxation, Audit, Banking, Capital Markets and Information Technology.
	Smt. Lalitha Rameswaran (DIN 02326309) aged 49 years is a graduate in B.Com from Bangalore University and a Chartered Accountant having a professional standing of 25 years. She is also a qualified Information Systems Auditor (DISA) from the Institute of Chartered Accountants of India.
	She is presently a Partner of M/s. Abarna & Ananthan, Chartered Accountants, Bangalore specialized in the field of Taxation (Income Tax & GST) and Banking Consultancy. She is in charge of Taxation and Bank Audit practice of the firm handling the tax matters of various Nationalized and Private Sector Banks and is also experienced in appearing before the Adjudicating Authorities, Appeal Commissioners, & Tax Tribunals, handling Stock Audit, Income Audit & other assignments of Public Sector & Private Sector Banks. She has handled Statutory Central Audit of Private Sector Banks, Public Sector Banks, NBFC, Public Sector Undertakings & Private Sector Undertakings. She has also presented papers on taxation & audit in seminars.
	Previously, from FY 2006 to FY 2009, she was associated with our Bank in the capacity as a Partner in M/s. Abarna & Ananthan, Chartered Accountants, Bangalore – the then Statutory Central Auditors of our Bank.
Nature of expertise in specific functional areas	Accountancy, Finance, Taxation, Audit, Banking, Capital Markets and Information Technology
Date of appointment in the Bank (in current term)	Appointed as Additional Director by the Board of the Bank at its meeting held on November 4, 2022
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Committees	As on this Notice date, she is a member in Audit, Nomination and Customer Service Committee of the Board.
Other outside Directorships held	IDBI Capital Markets & Securities Limited
Listed entities from which she has resigned in the past three years	Nil
Remuneration sought to be paid	The Director will not be eligible for any remuneration except sitting fee for attending Board and, Committee meetings wherever she is a member together with reimbursement of out of pocket expenses for attending the meetings and, Profit Linked Commission for each financial year depending on the performance of the Bank & within the overall limit as approved by the shareholders at their meeting held on September 1, 2018.
Remuneration last drawn	Rs. 1,75,000/- (As on this Notice date)

Number of Board meetings attended during the year	Attended 2 meetings as on this Notice date
Equity Shareholding as on December 5, 2022 (Notice date)including shareholding as a beneficial owner	37,028
Skills and capabilities required for the role and the manner in which he meets such requirements	represent the Bank and offer Independent guidance in the areas of Accountancy, Finance, Taxation, Audit, Banking, Capital Markets and

By Order of Board for CITY UNION BANK LIMITED

Sd/-

V. Ramesh

Company Secretary M.No.13909

Place: Kumbakonam Date: December 5, 2022

INSTRUCTIONS FOR REMOTE e-VOTING

The remote e-voting period begins on December 31, 2022 at 09:00 A.M. (IST) and ends on January 29, 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. December 23, 2022, 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	Login Method	
shareholders Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. NSDLand 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.nsdl.com/ . Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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. NSDLand 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.	

NSDL Mobile App is available on Google Play **App Store** Individual Existing users who have opted for Easi / Easiest, they can login through Shareholders their user id and password. Option will be made available to reach e-Voting holding securities page without any further authentication. The URL for users to login to Easi / in demat mode arehttps://web.cdslindia.com/myeasi/home/login Easiest www.cdslindia.com and click on New System Myeasi. with CDSL 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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. You can also login using the login credentials of your demat account through Individual Shareholders your Depository Participant registered with NSDL/CDSL for e-Voting facility. (holding 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 securities in authentication, wherein you can see e-Voting feature. Click on company name demat mode) login through or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting their depository website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. participants

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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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.

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
- 4. Your User ID details are given below:

vote electronically.

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 user 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

- 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.inwith 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.