



CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

Regd off: 149, T.S.R (Big) Street, Kumbakonam - 612 001
Phone: 0435 - 2402322, 2401622, 2402412 Fax: 0435 - 2431746
www.cityunionbank.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the shareholders of CITY UNION BANK LIMITED will be held on Saturday, the 23rd day of August, 2014, at 10:35 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 Balance Sheet as at 31st March, 2014, Profit & Loss Account for the year ended 31st March, 2014, the Directors' Report and the Auditors' Report thereon.
2. To declare dividend for the year 2013-2014.
3. To consider and pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the Banking Regulation Act, 1949 and the prior approval of RBI vide its letter no. DBS.ARS.No.16408/08.13.005/2013-14 dated 25th June 2014, M/s. P.Chandrasekar, Chartered Accountants, Bangalore, be and are hereby re- appointed as the Statutory Central Auditors of the Bank from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank, on such remuneration as may be fixed by the Board of Directors, based on the recommendation of the Audit Committee of the Board".

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 Auditors, the Branch Auditors who are qualified to act as Auditors, including Statutory Auditors pursuant to Sec 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 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 Article 26 of the Articles of Association of the Bank and approval accorded by the Reserve Bank of India in terms of Sec 10 B (1A) (i) of the Banking Regulation Act, 1949 and other applicable provisions of the Companies Act, 2013, the re-appointment of Shri S. Balasubramanian as the Non - Executive (Part-time) Chairman of the Bank with effect from 6th May, 2014 to 3rd May, 2016 (both dates inclusive) as per the following terms and conditions, be and the same is hereby approved".

Sl .No.	TERMS OF APPOINTMENT	
1	Remuneration	₹ 12,00,000/- Per annum (No Sitting fees is to be claimed).
PERQUISITES		
2	Conveyance	Office Car with Driver
3	Telephone	Provision of Residential Telephone and mobile phone.
4	Travelling and Halting Allowances	As applicable to MD & CEO of the Bank
5	Insurance Cover	Insurance cover up to ₹ 50,00,000/- for journey by Air/Road/ Rail for official purposes. (Earlier it was ₹ 10,00,000/-)

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 Article 26 of the Articles of Association of the Bank and approval accorded by the Reserve Bank of India in terms of Sec 35 B of the Banking Regulation Act, 1949 and other applicable provisions of the Companies Act, 2013, the re-appointment of Dr. N Kamakodi as the MD & CEO of the Bank for a period of three years with effect from May 1, 2014 to April 30, 2017 (both dates inclusive) on the following terms and conditions be and the same is hereby approved".

Sl. No	TERMS OF APPOINTMENT	
01	Salary	₹ 48 lakhs per annum.
PERQUISITES		
02	House Rent Allowance	Provision for free furnished accommodation at Chennai for the family in view of education of children. No claim is made for the residential accommodation available at Kumbakonam.
03	i) Entertainment Allowance	Reimbursement of actual personal entertainment expenses on production of bills. Entertainment Allowance will be inclusive of entrance fees / subscription to clubs and should be restricted to two clubs / professional institutions.
	ii) Subscription to Newspaper, Journals, etc.	Newspapers and magazines as may be required by the MD & CEO.
04	Other Allowance - Stock Option	Bank may have to approach RBI separately for approval for grant of ESOPs, as and when considered by the Board.
05	Provident Fund	Bank's contribution to Provident fund at 10% of the Basic pay.
06	Pension	As applicable to other officers of the Bank.
MEDICAL BENEFITS		
07	Medical Aid including Hospitalization	Reimbursement of actual medical expenses for self and dependent family members.
	Superannuation medical benefits	Upon the MD & CEO laying down his office, the Bank will reimburse hospitalization and other medical expenses or pay the full premium under suitable medical insurance plan for him and dependent family members.
OTHER BENEFITS		
08	Leave	As per rules applicable to other officers of the Bank. Encashment of privilege leave at credit will be at the time of demitting office.
09	Leave Fare Concession	Once in a year anywhere in India or outside India for self and family by eligible class including incidentals.

SI. No	TERMS OF APPOINTMENT	
10	Gratuity	As applicable to other officers of the Bank. However, as and when actual payment is proposed to be made, prior approval of the RBI should be obtained.
11	Travelling and Halting Allowances	<p>Reimbursement of actual travelling expenses i.e. single fare each way by train by highest class or by air (Executive Class) plus any further transport and other incidental expenses incurred in traveling to and fro the places of meeting / business.</p> <p>Halting Allowances</p> <p>(a) Lodging</p> <p>Reimbursement of actual lodging expenses (inclusive of taxes) against production of bills and vouchers.</p> <p>(b) Boarding Charges</p> <p>Reimbursement of actual expenses towards boarding (inclusive of taxes)</p>
12	Conveyance	Free use of Bank's car with driver for official purposes. If the car is used for private purposes, the MD & CEO should reimburse the Bank ₹ 250/- per month for journeys not exceeding 750 kms in a month. (Journeys from residence to office and vice versa to be treated duty runs). Charges for private use of Bank's car in excess of 750 kms limit will be recoverable from the MD & CEO at 60% of the rate fixed by Regional Transport Authority.
13	Insurance cover	For journeys by air, rail or road on official purposes, the MD & CEO will be provided with insurance cover of ₹ 50, 00,000/- by the Bank.
14	Communication	Provision of telephone, mobile and internet facility.

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Sec 10A and other applicable provisions of the Banking Regulation Act, 1949, Shri R.Mohan, be and is hereby appointed as Non Independent Non Executive Director of the Bank, and that he shall be liable to retire by rotation".

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Sec 10A and other applicable provisions of the Banking Regulation Act, 1949, Shri R.G.Chandramogan, be and is hereby appointed as an Independent Non Executive Director of the Bank upto a period of 2 (Two) years and that he shall not be liable to retire by rotation".

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Sec 10A and other applicable provisions of the Banking Regulation Act, 1949, Shri T.K.Ramkumar, be and is hereby appointed as an Independent Non Executive Director of the Bank upto a period of 3 (Three) years and that he shall not be liable to retire by rotation".

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Sec 10A and other applicable provisions of the Banking Regulation Act, 1949, Justice (Retd.) S.R.Singaravelu, be and is hereby appointed as an Independent Non Executive Director of the Bank upto a period of 4 (Four) years and that he shall not be liable to retire by rotation".

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Sec 10A and other applicable provisions of the Banking Regulation Act, 1949, Shri C.R.Muralidharan, be and is hereby appointed as an Independent Non Executive Director of the Bank upto a period of 4 (Four) years and that he shall not be liable to retire by rotation".

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Sec 10A and other applicable provisions of the Banking Regulation Act, 1949, Prof.V.Kamakoti, be and is hereby appointed as an Independent Non Executive Director of the Bank upto a period of 5 (Five) years and that he shall not be liable to retire by rotation".

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

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Sec 10A and other applicable provisions of the Banking Regulation Act, 1949, Shri S.Mahalingam, be and is hereby appointed as an Independent Non Executive Director of the Bank upto a period of 5 (five) years and that he shall not be liable to retire by rotation".

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

"RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 and rules made there under and any statutory modifications or re-enactment thereof for the time being in force, the existing Sub-Article (vi) of Article 4 of the Articles of Association of the Bank be amended as follows:"

EXISTING ARTICLE 4(vi)	PROPOSED AMENDMENTS TO ARTICLE 4(vi)
<p>"(vi) Subject to the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA) (including any modifications or re-enactment thereof), the Companies Act, 1956, the Banking Regulation Act, 1949 and all applicable laws, Regulations, subject to the approval of the Central Government, Reserve Bank of India and such other regulatory authorities, if and to the extent required, the investment by all FIIs put together shall not exceed 35% of the paid up equity capital of the Bank at any period of time, subject however that no individual FIIs or group shall hold at any period of time more than 5% of the paid up capital of the Bank or such other lesser percentages as may be prescribed by the RBI in this regard from time to time.</p> <p>The total /individual shareholding limit in case of all NRIs both on repatriation and non-repatriation basis shall not exceed 5 % of the paid up capital of the Bank at any point of time or such other lesser percentage as may be prescribed by RBI from time to time.</p> <p>While allotting further shares and / or transferring or transmitting the shares of the Bank, the Board of Directors shall have the power to exercise its right of refusing / rejecting / restricting allotment of further shares and / or transfer and / or transmission of the shares to one or more persons or entities despite the provisions contained in Section 81, Sections 108 to 111 and other applicable provisions of the Companies Act, 1956, including any amendment thereto, for the purposes of complying with the restrictions contained in the foregoing paragraphs of this Article".</p>	<p>"(vi) Subject to the applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA) (including any modifications or re-enactment thereof), the Companies Act, 2013, the Banking Regulation Act, 1949, and all applicable Regulations, subject to the approval of the Central Government, Reserve Bank of India and such other regulatory authorities, if and to the extent required, the investment (whether direct or indirect) by all FIIs/RPFI/QFI put together shall not exceed 40% of the paid up equity share capital of the Bank, at any period of time, subject however that no individual FIIs/RPFI/QFI or group shall hold at any period of time more than 5% of the paid up equity capital of the Bank or such other lesser percentages as may be prescribed by the RBI in this regard from time to time.</p> <p>The total /individual shareholding limit in case of all NRIs both on repatriation and non-repatriation basis shall not exceed 5 % of the paid up capital of the Bank at any point of time or such other lesser percentage as may be prescribed by RBI from time to time.</p> <p>While allotting further shares and / or transferring or transmitting the shares of the Bank, the Board of Directors shall have the power to exercise its right of refusing / rejecting / restricting allotment of further shares and / or transfer and / or transmission of the shares to one or more persons or entities despite the provisions contained in Section 62, Section 56 and other applicable provisions of the Companies Act, 2013, including any amendment thereto, for the purposes of complying with the restrictions contained in the foregoing paragraphs of this Article".</p>

By Order of Board
For **City Union Bank Limited**

Chennai
21st July, 2014.

V.Ramesh
Company Secretary & DGM

NOTES:**1. DATE OF BOOK CLOSURE**

The Register of Members and Share Transfer Books of the Bank will remain closed from 19th August, 2014 to 23rd August, 2014 (both days inclusive).

2. PROXIES

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. The proxies 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.

3. 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.

4. 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 a.m. to 12 noon up to 23rd August, 2014. This notice and the Annual Report will also be available on the Bank's website www.cityunionbank.com for download.

5. EXPLANATORY STATEMENT

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

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 23rd August, 2014.

In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as on 18th August, 2014 as per details furnished by the Depositories for this purpose.

7. 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 viz: M/s Karvy Computershare Private Limited, Hyderabad, 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. The shareholders will also save on expenses for dematerialization.

8. DEMATERIALISATION 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.

9. UNCLAIMED DIVIDENDS

All the shareholders and Beneficial Owners who have not so far encashed/claimed the dividends for the last 7 years i.e. from 2006-07 to 2012-2013, have to submit the dividend warrant/s if any available with them for revalidation to the Company Secretary, City Union Bank Limited, "NARAYANA", No.24 B, Gandhi Nagar, Kumbakonam - 612001.

10. In terms of the Section 205C of the Companies (Amendment) Act, 1999 the dividends which are unclaimed for a period of seven years have to be transferred to "Investor Education and Protection Fund" maintained with Central Government and the shareholders/Beneficial Owners cannot make any claim for the dividends once the unclaimed dividends are transferred to such Fund.
11. Members holding shares in electronic form may note that Bank particulars registered against their respective depository accounts will be used by the Bank for payment of dividend. The Bank or its Registrar and Share Transfer Agents, M/s Karvy Computershare Private Limited, cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to 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 the Bank / M/s Karvy Computershare Private Ltd.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Bank electronically.
14. As the Bank, being a listed company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to its members in terms of Sec 108 of the Companies Act, 2013 read with the Rules made there under and Clause 35 B of the Listing Agreement, voting by show of hands will not be available to the members at the Annual General Meeting in lieu of further provisions of Sec 107 read with Sec 114 of the said Act. Hence the items of Business given in this notice is proposed to be transacted through electronic voting/postal ballot system and the Bank is providing e-voting facility to the members who are the members as on 18th July 2014 (cut off date for the purpose of exercising voting rights).

The results declared along with the scrutinizers Report(s) will be available on the website of the Bank (www.cityunionbank.com) and on service provider's website (<https://evoting.karvy.com>) within 2 days of passing of the resolutions and communication of the same to the BSE Limited, The National Stock Exchange of India Limited and Madras Stock Exchange Limited.

15. ***In support of the "Green Initiative" announced by the Government of India, electronic copy of the Annual Report and Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Bank / Depository Participants unless member has requested for a hard copy of the same.***

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 Auditors or other qualified Auditors. Bank intends to entrust the Audit of Branch Offices either to the Statutory Auditors or to other qualified Auditors in consultation with Statutory 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.

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

Item No.5

Shri S.Balasubramanian (DIN 01719374) was re-appointed as the Non-Executive (Part-time) Chairman of the Bank, with effect from 6th May, 2014 till 3rd May, 2016 (both dates inclusive). Upon application by the Bank, the Reserve Bank of India vide their letter no. DBOD.18032/08.42.001/2013-14 dated 5th May, 2014 accorded their approval for the re-appointment of Shri S.Balasubramanian as Non-Executive (Part-time) Chairman of the Bank on the terms and conditions as mentioned in the resolution.

Save and except Shri S.Balasubramanian, none of the other Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in this Resolution.

Brief Profile:

Shri. S Balasubramanian, aged 68 years, is the Non-Executive (Part-time) Chairman of our Bank. Shri. S. Balasubramanian has a Master of Science Degree in Mathematics from University of Madras, a Post Graduate Diploma in Financial Management from Annamalai University and is also a Certified Associate of the Indian Institute of Bankers. Shri. S. Balasubramanian has 41 years of experience in the Banking industry. Prior to being appointed as the Non-Executive (Part-time) Chairman of our Bank, Shri. S. Balasubramanian has overseen various departments during the course of his association with our Bank including, inspection, planning and development, human resources, accounts and risk management. Shri. S. Balasubramanian has been associated with our Bank since 1971. Shri. S. Balasubramanian has been appointed into our Board under the category Majority Sector of "Banking".

Item No.6

Dr. N.Kamakodi (DIN 02039618) was re- appointed as the Managing Director and Chief Executive Officer of the Bank for a period of three years effective from 1st May, 2014 to 30th April, 2017 on the terms and conditions mentioned in the notice of the Annual General Meeting. The terms and conditions of his appointment were approved by the RBI vide its approval letter No.DBOD.16916/08.42.001/2013-14 dated 7th April, 2014.

Save and except Dr. N.Kamakodi, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in this resolution.

Brief Profile

Dr. N Kamakodi, aged 39 years, is the Managing Director and CEO of our Bank. Dr. Kamakodi has a Bachelor of Technology Degree in Chemical Engineering from Bharathidasan University, a Master of Business Administration Degree from the Chinese University of Hong Kong, a Doctorate of Philosophy in e-banking from Sastra University and is also a Certified Associate of the Indian Institute of Bankers. Dr. N. Kamakodi has been associated with our Bank since 2003.

Item No.7

Shri R. Mohan (DIN 06902614) was co-opted as an Additional Director of the Bank in the Board Meeting held on 28th June, 2014 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 19 of the Articles of Association of the Bank. He holds the office up to the date of this Annual General Meeting. The Bank has received a notice from a member signifying his candidature for the office of the Director of the Bank, as prescribed under the provisions of Section 160 of the Companies Act, 2013.

Shri. R Mohan, B.Sc., M.B.A., C.A.I.I.B, aged 59 years, has retired from the services of the City Union Bank Limited as Chief General Manager on 31st May, 2014. Shri. R. Mohan is eligible for inclusion in the Majority Sector of the Board to represent "Banking, Agriculture and SSI".

Further, Shri R Mohan's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949.

Save and except Shri. R. Mohan, none of the Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in this Resolution.

The detailed profile of Shri. R. Mohan is included separately in the Corporate Governance Report, in compliance with clause 49 of the Listing Agreement.

Item No.8 to 13

Pursuant to Sections 149 and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 every listed public company needs to have at least one-third of the total number of directors as Independent Directors. In terms of section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be

eligible for re-appointment on passing a special resolution by the company for a further period of up to five years. Further pursuant to Sec 10 A (2A) of the Banking Regulation Act, 1949 and the Rules and Circulars and Guidelines issued by the Reserve Bank of India, no director (other than Managing or Whole Time Director) of a Banking Company can continuously hold office for a period exceeding eight years from the date of appointment. Accordingly it is proposed to appoint the following Directors as Independent Non Executive Directors of the Bank to hold office upto the periods mentioned against their names.

Shri. R.G. Chandramogan (DIN 00012389), as an Independent Non Executive Director of the Bank, for a period of two years. Shri. R.G. Chandramogan was first appointed as an Additional Director on 30th July, 2008. Thereafter the shareholders have confirmed the appointment of R.G. Chandramogan as Director on 24th September, 2008.

Shri T.K. Ramkumar (DIN 02688194), as an Independent Non Executive Director of the Bank for a period of three years. Shri T.K. Ramkumar was first appointed as an Additional Director on 11th June, 2009. Thereafter the shareholders have confirmed the appointment of Shri TK Ramkumar as Director on 31st August, 2009.

Justice (Retd.) S.R.Singharavelu (DIN 03022233), as an Independent Non Executive Director of the Bank for a period of four years. Justice (Retd.) S.R.Singharavelu was first appointed as an Additional Director on 25th February, 2010. Thereafter the shareholders have confirmed the appointment of Justice (Retd.) S.R.Singharavelu as Director on 11th August, 2010.

Shri C.R. Muralidharan (DIN 02443277), as an Independent Non Executive Director of the Bank for a period of four years. Shri C.R. Muralidharan was first appointed as an Additional Director on 25th February, 2010. Thereafter the shareholders have confirmed the appointment of Shri C.R. Muralidharan as Director on 11th August, 2010.

Prof. V. Kamakoti (DIN 03537382), as an Independent Non Executive Director of the Bank for a period of five years. Prof. V. Kamakoti was first appointed as an Additional Director on 27th April, 2011. Thereafter the shareholders have confirmed the appointment of Prof. V. Kamakoti as Director on 27th August, 2011.

Shri S. Mahalingam (DIN 00121727), as an Independent Non Executive Director of the Bank for a period of seven years. Shri S. Mahalingam was first appointed as an Additional Director on 22nd July, 2013. Thereafter the shareholders have confirmed the appointment of Shri S. Mahalingam as Director on 30th August 2013.

The Board of Directors recommends the appointments of the Directors mentioned above as Independent Non Executive Directors of the Bank. In the opinion of the Board of Directors each of the Independent Directors mentioned above fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under and is independent of the Management. The said Independent Directors are not liable to retire by rotation.

None of the Directors and Key Managerial Personnel of the Bank other than the Directors who are to be appointed under the respective resolutions and their relatives are concerned or interested in the passing of the respective resolutions.

The detailed profile of the above directors, Directorship and committee position held by them in other companies is included separately in the report on Corporate Governance in the Annual Report, in compliance with clause 49 of the Listing Agreement.

Item no.14

The RBI by press release No.2013-2014/2141 dated 5th May 2014, in exercise of the powers conferred on it by Reserve Bank of India Act, 1934, has revised the limits of shareholdings in Indian Companies by FII's/RPFI/QFI & NRI's. Your Directors, in order to facilitate greater foreign investment in the Bank, have decided to increase the FII limits as set out in the resolution and accordingly, hereby wish to amend the existing Article No. 4 (vi), restricting the shareholdings of FII's as stated in the Agenda No 14 of this Notice for the ensuing Annual General Meeting.

Any alteration to the Articles of Association is to be approved by passing Special Resolution by the shareholders pursuant to Section 14 of the Companies Act, 2013 and hence the subject is placed before the meeting.

The Board recommends for approval of the amendment to the Articles by passing Special Resolution.

None of the Directors is personally interested in the Agenda Item.

The documents and the connected papers relating to the Agenda Item are open for inspection on all working days between 10 am to 12 noon.

By Order of Board
For **City Union Bank Limited**

Chennai
21st July, 2014.

V.Ramesh
Company Secretary & DGM



CITY UNION BANK LIMITED

Regd off: 149, T.S.R (Big) Street, Kumbakonam - 612001
Phone: 0435 -2402322, 2401622, 2402412 Fax: 0435-2431746
Website: www.cityunionbank.com, E mail: shares@cityunionbank.in

Form No. MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L65110TN1904PLC001287
Name of the Company	City Union Bank Limited
Registered Office	149, T.S.R (Big) Street, Kumbakonam - 612 001
Name of the Member(s)	
Registered address	
E-mail ID	
Folio No. / DP ID and Client ID	

I / we, being the shareholder(s) of shares of City Union Bank Limited, hereby appoint :

S.N.	Name	Address	E-mail ID	Signature	Failing him
1					
2					
3					

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Annual General Meeting of the bank, to be held on the 23rd day of August, 2014 at 10.35 a.m. at "Raya Mahal", 45-46, Gandhi Adigal Salai, Kumbakonam - 612001, and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution
1.	To receive, consider and Adopt the Audited Balance Sheet as at 31st March 2014, Profit & Loss Account for the year ended 31st March 2014, the Directors Report and the Auditors Report thereon.
2.	To declare Dividend for the year 2013-14
3.	To re-appointment of M/s P. Chandrasekar, Chartered Accountants, Bangalore as Statutory Central Auditors of the Bank.
4.	To appoint Branch Auditors and fix their remuneration.
5.	To re-appointment Shri S.Balasubramanian as Non - Executive (Part-time) Chairman of the Bank
6.	To re-appointment Dr.N.Kamakodi as Managing Director & CEO of the Bank.
7.	To appoint Shri R.Mohan as Non Independent Non- Executive Director of the Bank.
8.	To appoint Shri R.G.Chandramogan as Independent Non- Executive Director of the Bank.
9.	To appoint Shri T.K.Ramkumar as Independent Non- Executive Director of the Bank.
10.	To appoint Justice (Retd.) S.R.Singharavelu as Independent Non- Executive Director of the Bank.
11.	To appoint Shri C.R.Muralidharan as Independent Non- Executive Director of the Bank.
12.	To appoint Prof. V. Kamakoti as Independent Non- Executive Director of the Bank.
13.	To appoint Shri S.Mahalingam as Independent Non- Executive Director of the Bank.
14.	Amendment in the Articles of Association of the Bank

Signed this day of 2014.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
₹ 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at City Union bank Limited, "NARAYANA", Administrative Office, No.,24 B, Gandhi Nagar, Kumbakonam-612001, of the Bank, not less than 48 hours before the commencement of the Meeting (i.e. on or before 10.35 A.M. on Thursday, 21st August, 2014)



CITY UNION BANK LIMITED

Regd. Off. : 149, T.S.R. (Big) Street, Kumbakonam - 612 001.
Phone : 0435 - 2402322, 2401622, 2402412 Fax : 0435 - 2431746
www.cityunionbank.com

e - VOTING INSTRUCTIONS

Dear Members,

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Bank is pleased to provide its members, the facility to exercise their votes for all the shareholder resolutions detailed in the Notice of the Annual General Meeting scheduled to be held on Saturday, 23rd August 2014, at 10.35 a.m., by electronic means and the business may be transacted through e-voting. The Bank has engaged the services of M/s Karvy Computershare Private Limited (Karvy) as the authorized agency to provide the e-voting facilities.

In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise vote by Ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to

**Shri. B. Kalyanasundaram, Scrutinizer
City Union Bank Limited
Shares Department,
Administrative Office, "NARAYANA",
No.24 B, Gandhi Nagar,
Kumbakonam - 612001**

so as to reach him on or before 18th August, 2014, by 6.00 p.m. Any Ballot Form received after the said date & time shall be treated as if the reply from the Members has not been received.

Kindly note that members can opt for only one mode of voting i.e., either by physical ballot or through e-voting. If members are opting for e-voting then do not vote by Physical Ballot or vice versa. However, in case of Members casting their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 18th July, 2014, i.e. the cut-off date, shall be taken by the Company for dispatch of the Annual Report and the Notice calling the Annual General Meeting. The e-voting period will commence from Saturday, 16th August, 2014 at 9.30 am and will end at 6.00 pm on Monday, 18th August, 2014. The e-voting module will be disabled on 18th August, 2014 after 6.00pm. 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 cut-off date, being 18th July, 2014.

Please read the instructions for members for e-voting before exercising the vote. This communication forms an integral part of the Notice dated 21st July 2014 for the Annual General Meeting of the Bank scheduled to be held on 23rd August, 2014, which is being mailed to you along with the Annual Report for the financial year 2013-14 of the Bank. The notice of the Annual General Meeting and this communication are also available on the website of the Bank www.cityunionbank.com.

In case of any clarifications /queries on e-voting, members may kindly contact:

1. Bank : Shri. V.S.Eswar Sarma / Shri. S.Venkataramanan, (Shares Department),
City Union Bank Limited,
cell: +91-9344301125, e-mail: shares@cityunionbank.com
2. Karvy (RTA) : Shri. S. Krishnan, (Karvy), Ph: 040-44655124, e-mail: krishnan.s@karvy.com

PROCEDURE FOR E-VOTING

The procedures for e-voting are as under:

1. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
2. Enter the login credentials (i.e. user-id & password) mentioned on the Attendance Slip/ Email forwarded through the electronic notice.

User -ID	For Shareholder(S)/ Beneficial Owner(S) Holding Shares In Demat Form:- a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- <ul style="list-style-type: none"> • Folio Number registered with the company
Password	Your Unique password is printed on the AGM Attendance Slip / sent via email forwarded through the electronic notice.
Captcha	Enter the Verification code for Security reasons i.e., please enter the alphabets and numbers in the exact way as they are displayed.

3. After entering these details appropriately, click on "LOGIN".
4. Members holding shares in Demat/Physical form will now reach password change menu wherein they are required to mandatorily change their 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.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference.
5. You need to login again with the new credentials.
6. On successful login, system will prompt to select the 'Event' i.e., '**CITY UNION BANK LIMITED**'.
7. 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.
8. On the voting page, you will see Resolution Description and against the same the option '**FOR/AGAINST/ABSTAIN**' for voting .Enter the number of shares under '**FOR/AGAINST/ABSTAIN**' 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. If you do not want to cast a vote, you may select 'ABSTAIN'.
9. After selecting the resolution if you have decided to cast vote on the same, click on "**SUBMIT**" and a confirmation box will be displayed .If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
10. Once you '**CONFIRM**' your vote on the resolution, you will not be allowed to modify your vote.
11. Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scanned copy (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to bksundaram@gmail.com with a copy to evoting@karvy.com. The file scanned image/pdf file of the Board Resolution should be in the naming format "**CITY UNION BANK LIMITED**"



CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

Regd off: 149, T.S.R (Big) Street, Kumbakonam - 612001

Phone: 0435 -2402322, 2401622, 2402412 Fax: 0435-2431746

Website: www.cityunionbank.com, E mail: shares@cityunionbank.in

POSTAL BALLOT FORM (In lieu of e-voting at the AGM)

1.	Name of the Sole / First Member	
2.	Name (s) of Joint member (s), if any	
3.	Registered Folio No./DP ID No./ Client ID No.	
4.	Number of Shares held	

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the AGM Notice dated 21st July, 2014 of the Bank by conveying my/our assent or dissent to the said Resolution(s) by placing the tick mark (✓) at the appropriate box below.

Item No.	Description	Type of resolution (Ordinary / Special)	No. of Shares held	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	To receive, consider and Adopt the Audited Balance Sheet as at 31st March 2014, Profit & Loss Account for the year ended 31st March 2014, the Directors Report and the Auditors Report thereon.	Ordinary			
2.	Declaration of Dividend on equity shares	Ordinary			
3.	Re-appointment of M/s P. Chandrasekar, Chartered Accountants, Bangalore as Statutory Central Auditors of the Bank.	Ordinary			
4.	Appointment of Branch Auditors and fix their remuneration.	Ordinary			
5.	Re-Appointment Shri S.Balasubramanian, as Non - Executive (Part time) Chairman of the Bank	Ordinary			
6.	Re-Appointment of Dr.N.Kamakodi, as Managing Director & CEO of the Bank.	Ordinary			
7.	Appointment of Shri R.Mohan, as Non Independent Non-Executive Director of the Bank.	Ordinary			
8.	Appointment of Shri R.G.Chandramogan, as Independent Non- Executive Director of the Bank.	Ordinary			
9.	Appointment of Shri T.K.Ramkumar, as Independent Non-Executive Director of the Bank.	Ordinary			
10.	Appointment of Justice (Retd.) S.R.Singharavelu, as Independent Non- Executive Director of the Bank.	Ordinary			
11.	Appointment of Shri C.R.Muralidharan, as Independent Non-Executive Director of the Bank.	Ordinary			
12.	Appointment of Prof. V. Kamakoti, as Independent Non-Executive Director of the Bank.	Ordinary			
13.	Appointment of Shri S.Mahalingam, as Independent Non-Executive Director of the Bank.	Ordinary			
14.	Amendment in Articles of Association	Special			

Place:

Date:

(Signature of Member)

Note: Kindly read the instructions printed overleaf before filing the form and the last date for receipt of this form is 18th August, 2014.

1. **In terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility provided by the Bank for the AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate e-voting provided under Section 108 of the Companies Act, 2013 at AGM of the Bank.**
2. A Member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 6 below at the address Shri. B. Kalyanasundaram, Scrutinizer, M/s City Union Bank Ltd., Shares Department, Administrative Office, "NARAYANA", No.24B, Gandhi Nagar, Kumbakonam - 612001. Postage will be borne and paid by the Bank. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of the Members will also be accepted.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Bank and the address at which the Postal Ballot Form is to be sent.
4. The Postal Ballot form should be completed and signed by the Members. In the case of joint share holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member (s). Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Bank.
5. **For the votes to be considered valid, the institutional shareholders (i.e., other than individuals, HUF, NRI, etc.,) are required to send certified copy of the relevant authorization/board resolution along with Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.**
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 6.00 p.m. on Monday, **18th August, 2014**. Any Postal Ballot Form received after this time and date will be treated as if, the reply from the Member has not been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No.6 above.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Member on Friday, 18th July, 2014, which is the Cut off date fixed for this purpose.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
11. A Member need not use all the votes nor does he need to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
14. The date of AGM will be the deemed date of passing resolution(s) through e-voting/ Postal Ballot. **It may also be noted that, in terms of Section 114 of the Act, the Resolutions contained in the AGM Notice will be deemed to have been passed through the e-voting and Postal Ballot Form. The results shall be declared in terms of Rules 20 of the Companies (Management and Administration) Rules, 2014, as the case may be.**
15. The right of e-voting and Postal Ballot Form shall not be exercised by a Proxy.
16. In case of any clarifications /queries on the subject matter members may kindly contact:
 - a. Bank : Shri. V.S.Eswar Sarma / Shri. S.Venkataramanan, (Shares Department),
City Union Bank Limited,
cell: +91- 9344301125, e-mail: shares@cityunionbank.com
 - b. Karvy (RTA) : Shri. S. Krishnan, (Karvy), Ph: 040-44655124, e-mail: krishnan.s@karvy.com