



CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

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

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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 Monday, the 22nd day of August 2016, at 10:15 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 2016 and the reports of the Directors and Auditors thereon.
2. To declare final dividend on equity shares for the Financial Year 2015-16.
3. To appoint a Director in the place of **Shri. R. Mohan (DIN 06902614)**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-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 provisions of the Companies Act, 2013, the Banking Regulation Act, 1949 and the approval of RBI vide its letter no. DBS.ARS NO./08.13.005/2015-16 dated 9th June 2016, M/s. P. Chandrasekar, Chartered Accountants, Bangalore, be and is hereby 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 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

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 of RBI vide its letter no. DBR.APPT.No.13995/08.42.001/2015-16 dt. 6th May 2016 in terms of Section 10B (1A) of the Banking Regulation Act, 1949 and other applicable provisions of Companies Act, 2013 and the Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of **Shri. S. Mahalingam (DIN 00121727)** as Non Executive Part-Time Independent Chairman of the Bank for a period of three years w.e.f. 4th May 2016 as per the following terms, be and the same is hereby approved."

Sl. No.	Terms of Appointment	
1.	Remuneration	₹ 12 lakh p.a.
2.	Sitting Fees for attending Board and Committee Meetings	As applicable to other Directors of the Bank.
3.	Conveyance Allowance	₹ 25,000/- p.m.
4.	Telephone	Provision of Residential telephone, mobile phone and internet facility.
5.	Travelling and Halting Allowance	As applicable to MD & CEO of the Bank.
6.	Insurance	Insurance cover upto ₹ 50,00,000/- for journey by Air / Road / Rail for official purposes.

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, **Shri. M. Narayanan (DIN 00682297)** be and is hereby appointed as an Independent Director of the Bank for a period of five years and that he shall not be liable to retire by rotation.”

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 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, **Shri. S. Bernard (DIN 01719441)** be and is hereby appointed as an Independent Director of the Bank for a period of four years and that he shall not 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** 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 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 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”.

9. 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 or re-enactment 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 law, also offer a discount of such percentage as permitted under applicable law 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 of by the Board to such persons and in such manner and on such terms as the Board 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 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).”

10. 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 all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) and subject to and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI ICDR Regulations”), the provisions of the Articles of Association of the Bank, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the agreements entered into with the respective Stock Exchanges where the equity shares of face value of ₹ 1/- each of the Bank (“Equity Shares”) are listed and subject to the approval to the extent applicable of the Government of India, Securities and Exchange Board of India (“SEBI”), Foreign Investment Promotion Board (“FIPB”), Reserve Bank of India (“RBI”) and all other concerned Statutory and other authorities and such other approvals, consents, permissions, sanctions and the like, as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as the “Board” which shall include a duly authorized Committee or Sub-Committee for the time being exercising the powers conferred upon it by the Board), consent of the members of the Bank be and is hereby granted to create, offer, issue and allot such number of securities of the Bank, including Equity Shares, warrants and other securities of like nature either on a fully or partly paid basis with the right to call for the balance amount at a future date (hereinafter collectively referred to as “Securities”) aggregating up to a maximum of 5% of the post issue capital of the Bank or any other limits prescribed under SEBI Regulations (the “Issue”), to the employees of the Bank only and it will be reserved for them under Regulation 55A of the SEBI ICDR Regulations along with the rights issue of Equity Shares as may be approved by the Board in future through issue of offer document, in one or more tranches and in the manner, and on the terms and conditions as the Board may in its discretion and in consultation with the Lead Manager (“LM”), decide including, the price at which the Securities are to be issued under the Issue, at par or at premium and for cash or other consideration and that the Board may finalize all matters incidental thereto as it may in its discretion think fit. The consent of the members is also granted to the Board to list the Securities on BSE Limited and National Stock Exchange of India Limited (the “Stock Exchanges”).”

“RESOLVED FURTHER THAT in terms of Regulation 55A of the SEBI ICDR Regulations and subject to other applicable provisions of SEBI ICDR Regulations, which permit the issuer to make reservation for employees along with rights issue as may be approved by the Board or a committee thereof in future, to reserve, issue, allot shares to one or more or all employees of the Bank subject to the condition that value of allotment to any one employee shall not exceed ₹ 2,00,000/- (Rupees two lakhs only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Bank to create, offer, issue and allot Securities, as specified above, at such time as it may deem fit subject to the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT any new Equity Shares issued shall be subject to the Articles of Association of the Bank and such Equity Shares, upon being fully paid up, shall in all respects rank pari passu with the existing fully paid-up Equity Shares of the Bank including dividend to be declared if any, for the concerned financial year.”

“RESOLVED FURTHER THAT the Board or any Rights Issue Committee which may be formed for the purpose of the issue be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Issue, including, without limitation, the following:

- i. constituting a committee for the purposes of the issue, offer and allotment of the Securities, and other matters in connection with or incidental to the Issue;
- ii. authorization of any director or directors of the Bank or other officer or officers of the Bank, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his / her / its absolute discretion may deem necessary or desirable in connection with the Issue;
- iii. giving or authorizing any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

- iv. seeking, if required, any approval, consent or waiver from the Bank's lenders, and / or parties with whom the Bank has entered into various commercial and other agreements, and / or any / all concerned government and regulatory authorities in India, and / or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Securities;
- v. deciding the pricing and terms of the Securities, and all other related matters, including the determination of the minimum subscription for the Issue, in accordance with applicable laws;
- vi. approval of the draft and final offer documents (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the LM, in accordance with all applicable laws, rules, regulations and guidelines;
- vii. seeking the listing of the Securities on the Stock Exchanges, submitting the listing application to such Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing;
- viii. appointing in consultation with the LM, other intermediaries to the Issue, in accordance with the provisions of the SEBI ICDR Regulations and / or other statutory and / or regulatory requirements;
- ix. finalization of and arrangement for the submission of the offer documents to be submitted to the relevant regulatory authorities, as applicable, including SEBI, the Stock Exchange and the Registrar of Companies, and any corrigendum, amendments supplements thereto;
- x. authorization of the maintenance of a register of holders of the Securities;
- xi. finalization of the basis of allotment of the Securities;
- xii. acceptance and appropriation of the proceeds of the Issue; and
- xiii. to do any other act and / or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and / or to give such direction as it deems fit or as may be necessary or desirable with regard to the Issue.”

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Securities in the Issue and the utilization of the Issue proceeds in any other manner it may deem fit, and to give such directions and / or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, enter into any agreements or other instruments for such purpose, to remunerate all such intermediaries / agencies including the payments of commissions, brokerages, fees and the likes, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or may suo moto decide in its absolute discretion in the best interests of the Bank without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorised herein, and that all or any of the powers conferred on the Board or a Committee thereof vide this resolution may be exercised by the Board or such Committee.”

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to make any alteration, addition or make any variation in relation to the Issue, in consultation with the LM and / or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure and the exact component of issue of Securities.”

“RESOLVED FURTHER THAT:

- i. All the monies received out of the Issue shall be transferred to separate Bank account other than the Bank account referred to in Sub-section (3) of Section 40 of the Companies Act, 2013; and
- ii. Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the Balance Sheet of the Bank in the manner as required under the Listing Regulations and / or SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Managing Director & Chief Executive Officer, Senior General Manager and Company Secretary be and are hereby severally authorized to execute and sign the documents including consent letter, power of attorney, certificates etc., as may be required in connection with the above;”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or any Committee for the purpose of the issue be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in the Issue but subject to such conditions as the SEBI, RBI, FIPB or governmental authority or such other appropriate authority, may impose at the time of their approval and as agreed to by the Board.”

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

Place : Chennai
Date : 21st July 2016

V. Ramesh
Company Secretary

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. 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.*

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 **13th August 2016** to **22nd August 2016** (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 **12th August 2016**.

In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as on **12th August 2016** as per 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, 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.

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.

10. UNCLAIMED DIVIDENDS

All the Shareholders and Beneficial Owners who have not so far en-cashed / claimed the dividends for the last 7 years i.e. from 2008-09 to 2014-15 and in respect of interim dividend declared during 2015-16, have to submit the dividend warrant(s) if any available with them for revalidation to the Company Secretary, **CITY UNION BANK LIMITED**, "NARAYANA", Administrative Office, No. 24-B, Gandhi Nagar, Kumbakonam - 612 001.

11. In terms of the provisions of the Companies Act, 2013, 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.
12. 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.
13. 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 M/s Karvy Computershare Private Ltd.
14. Members who have not registered their e-mail address 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.
15. In terms of Section 108 of the Companies Act, 2013 r/w 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 / Demat mode, as on the cut-off date, being **16th August 2016**, to exercise their right to vote by electronic means on all business items specified in the accompanying notice. The Remote e-voting commences on **18th August 2016 (9:00 a.m.)** and closes on **21st August 2016 (5:00 p.m.)**. The detailed procedure is explained hereinafter.
16. The members who do not have access to remote e-voting facility, may convey their assent or dissent in writing in respect of the resolutions as set out in this Notice, by using the enclosed Ballot form sent along with this Notice. A member desiring to exercise his / her vote shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage Business Reply Envelope. Postage charges shall be borne and paid by the Bank. Please note that the pre-paid postage Business Reply Envelope should reach the Scrutinizer before the close of business hours on **17th August 2016**.
17. The Board of Directors of the Bank has appointed M/s B.K. Sundaram & Associates, Company Secretaries, as Scrutinizer to scrutinize and report the voting process in a fair and transparent manner.
18. In support of the "Green Initiative" announced by the Government of India, 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.

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**Item No.5**

The Reserve Bank of India vide its letter no.Ref.DBOD.18032/08.42.001/2013-14 dt. 5th May 2014 accorded its approval for the appointment of Shri. S. Balasubramanian to hold the office in capacity of Part-Time Non-Executive Chairman till 3rd May 2016. To fill the imminent vacancy, the Board of Directors proposed the name of Shri. S. Mahalingam, presently an Independent Director on the Board to succeed Shri. S. Balasubramanian, as Part-Time Chairman of the Bank. A thorough evaluation and fit and proper exercise for such appointment was made and recommended to the Board by the Nomination Committee of the Board.

The Bank has made an application to the RBI for the appointment of Shri. S. Mahalingam as Part-Time Chairman of the Bank and RBI vide its letter no. DBR.APPT.No.13995/08.42.001/2015-16 dt. 6th May 2016 has accorded its approval for such appointment for a period of three years w.e.f. 4th May 2016. The appointment is in conformity with the provisions of Section 10B (1A) r/w Section 35B of the Banking Regulation Act, 1949 and Article 26 of the Articles of Association of the Bank.

The detailed profile of Shri. S. Mahalingam pursuant to SEBI Listing Regulations is included separately at the end of this Notice.

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

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

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 **Shri. M. Narayanan (DIN 00682297)** as an Additional Director on the Board of the Bank in their Meeting held on 3rd May 2016. The Bank has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri. M. Narayanan for the office of the Director of the Bank.

The appointment of Shri. M. Narayanan 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. M. Narayanan 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. M. Narayanan fulfils the conditions as specified in the Companies Act, 2013, Banking Regulation Act, 1949 and SEBI Listing Regulations, 2015. Shri. M. Narayanan is Independent of the management and possesses appropriate skills, experience and knowledge.

The detailed profile of Shri. M. Narayanan pursuant to SEBI Listing Regulations is included separately at the end of this Notice.

Keeping in view his vast expertise and knowledge in Accounting, it will be in the interest of the Bank that Shri. M. Narayanan is appointed as an Independent Director on the Board of the Bank.

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

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

Item No.7

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 **Shri. S. Bernard (DIN 01719441)** as an Additional Director on the Board of the Bank in their Meeting held on 21st July 2016. The Bank has received a notice in writing from him alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director of the Bank.

The appointment of Shri. S. Bernard 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. S. Bernard 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, he fulfils the conditions as specified in the Companies Act, 2013, Banking Regulation Act, 1949 and SEBI Listing Regulations, 2015. He is Independent of the management and possesses appropriate skills, experience and knowledge.

The detailed profile of Shri. S. Bernard pursuant to SEBI Listing Regulations is included separately at the end of this Notice.

To inform, Shri. S. Bernard served the Board of the Bank in capacity of Non Executive Director from FY 2006-2014 and has been one among the key persons in the development of the Bank. Keeping in view his vast expertise and knowledge in Accountancy and Banking, it will be in the interest of the Bank that Shri. S. Bernard be appointed as an Independent Director on the Board of the Bank.

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

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by members.

Item No.8

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.

The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval by members.

Item No.9

The present Authorized Capital of the Bank is ₹ 100 crore and the Issued and Paid up Capital is ₹ 59.82 crore divided into 59,81,91,279 fully paid equity shares of ₹ 1/- each. The shareholders funds at the end of Financial Year 2016 stood at ₹ 3,052 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 every year since FY 2008-09 to 2012-13 and then in the year 2014-15. Though we sought shareholders approval in earlier years, we utilized it only once during July 2014. Similarly, we would like to seek the shareholders approval for QIP issue upto ₹ 500 crore. It will be used judiciously at appropriate time depending upon the need and opportunity available.

The special resolution has a validity period of 12 months. If the shareholders approve the resolution during the AGM, practically the Bank can raise funds through QIP at shorter notice.

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.9 as a Special Resolution.

Item No.10

Securities and Exchange Board of India has since introduced SEBI (ICDR) Regulations, 2009 on 26th August 2009.

The Regulation 55A of SEBI (ICDR) Regulations which reads as follows:

“Subject to other applicable provisions of these regulations the issuer may make reservation for employees along with Rights Issue if any, subject to the condition that value of allotment to any employee shall not exceed two lakhs rupees.”

Regulation 55A of the SEBI (ICDR) Regulations, permit the Board to reserve, issue, allot shares to one or more or all employees of the Bank subject to the condition that total value of allotment to any one employee shall not exceed ₹ 2,00,000/- (Rupees two lakhs only). Your Directors desire to make such reservation, allotment of shares as may be decided by the Board in future in favour of employees if the Shareholders accord sanction thereto.

The provisions of Section 62 of the Companies Act, 2013 provides for further issue of shares to any person other than existing shareholders, at the discretion of the Board or a committee thereof, if the resolution to that effect is passed as a special resolution by the shareholders. Accordingly the agenda item is reserved for passing of special resolution authorising the Board of Directors and / or the committee thereof to issue and allot, further Equity shares of ₹ 1/- at a premium, aggregating up to the maximum of 5% of the post issue Capital of the Bank or any other limits prescribed under SEBI Regulations, being offered to the permanent employees of the Bank only and it will be reserved for them under Regulation 55A of the SEBI (ICDR) Regulations along with the Rights Issue of Equity Shares if any, as may be approved by the Board in future.

The Bank is interested in the well being of its employees duly recognizing their contribution to the growth and prosperity of the organization. While every effort is made to sufficiently compensate them in monetary terms, the Bank expects them to put in their best of knowledge, hard work and sincerity and continue to contribute their might towards the well cherished objectives of the organization in the long run too. Accordingly the Bank earlier in 2008 decided to encourage the employees through other forms as well like Employees Stock Option Scheme. Further, the Bank during the Right Issue 2012 has offered employee reservation upto 5% of post issue paid up capital of the Bank.

The shares will be offered to the employees under Employee Reservation along with right issue if any, in future shall be at the same price / rate at which it is offered to the existing shareholders of the Bank. 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 employees of the Bank and hence the Directors recommend passing of resolution set out under Item No.10 as a Special Resolution.

By Order of the Board
For CITY UNION BANK LIMITED

Place : Chennai
Date : 21st July 2016

V. Ramesh
Company Secretary

Profile of Directors being appointed / re-appointed as required under Regulation 36 (2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Shri. S. Mahalingam

Shri. S. Mahalingam a Chartered Accountant by profession started his career with Tata Consultancy Services in 1970. In his 42 year career with TCS, Shri. S. Mahalingam has been involved in myriad aspects of the Company's operations and growth, before being appointed as the Chief Financial Officer of the Company in February 2003 and as Executive Director in August 2007. He retired from TCS in February 2013 after serving the company for over 42 years.

Prior to becoming the Chief Financial Officer in February 2003, Shri. S. Mahalingam has managed many of the key functions in TCS including Marketing, Operations, Education and Training as well as Human Resources. He managed the Company's operations in London and New York in the early days of TCS global journey. In his role as CFO and Executive Director, he has managed Finance, Investor Relations, Administration, Infrastructure Planning & Development, Information Systems, Risk Management and Legal Departments. Domestic and International Taxation have formed an important part of his responsibilities.

As an early starter in the Indian IT industry, Shri. S. Mahalingam has played a key role in helping TCS become a \$ 11.6 billion global company with over 2,75,000 employees.

Shri. S. Mahalingam was a member of the Tax Administration Reform Commission (TARC) set up by the Government of India under the chairmanship of Dr. Parthasarathi Shome. TARC had been set up to review the application of Tax Policies and Tax Laws in India in the context of global best practices and to recommend measures for reforms required in Tax Administration to enhance its effectiveness and efficiency. During its 18 months term which ended in February 2015, TARC submitted four reports and its recommendations are under active consideration of the Government.

Shri. S. Mahalingam was chosen as the best "CFO" in various years by Business Today, International Market Assessment (IMA), CNBC TV18, CFO Innovation, Finance Asia and Institutional Investors. In 2012, Treasury & Risk, a US based magazine named him as one of the 16 globally most influential CFOs.

Shri. S. Mahalingam is associated with the Bank as Independent Director since 22nd July 2013 and is holding 6,250 equity shares in the Bank as on 31st March 2016. He is not related to any of the Directors of the Bank. The details of other Directorships and Committee memberships are given hereunder:

Other Directorships held	Committee Memberships
Tata Realty and Infrastructure Ltd	Chairman of Audit Committee and Member in Stakeholders Relationship, Nomination & Remuneration, Finance, Committee of Directors and CSR Committee
Sundaram Finance Limited	NIL
Lucas TVS Limited	Member in Audit and Nomination & Remuneration Committee
Kasturi & Sons Limited	Chairman of Audit Committee and Member in Nomination & Remuneration, CSR and Strategy Implementation Committee
TVS Logistics Limited	Chairman of Audit Committee, CSR and Nomination & Remuneration Committee
National Skill Development Corporation Ltd.	Member in Audit Committee

Besides above he is a member on the Board of several other Private Limited Companies / Non Profit Organizations viz. IIT Madras Research Park, Nani Palkhivala Arbitration Centre, CSI Publications and Indian Institute of Information Technology & Management, Kerala.

Shri. M. Narayanan

Shri. M. Narayanan aged 57 years is graduated in B.Sc (Mathematics) from Loyola College, Chennai and is a professionally qualified Chartered Accountant cum Cost Accountant (Grad.) and DISA. Being a Chartered Accountant by profession now, he has handled Finance, Accounts & Taxation while in service for over 20 years in companies of repute viz. BHEL, Dalmia Cements, Fenner, RAMCO Cements and Dishnet. He was handling the Corporate Finance and Accounts in Ramco Cements Ltd. and was the Chief Financial Officer in Dishnet DSL Ltd., before taking up Chartered Accountancy practice in 2003.

During employment he has handled all facets of finance including Corporate Finance, Accounts, Taxation and various fund raising activities including private placement of ADRs apart from active involvement in all major commercial operations. He has specialized knowledge in Cement, Auto, Banking, Information Technology, Telecom and Heavy Engineering Industries. At present he is into Practice for over ten years and is providing Management Consultancy, Internal Audit, CFO outsourcing and Taxation services to various industrial sectors.

He hails from an agricultural family in a rural area and is actively involved in agriculture for over 30 years.

He is holding 17,843 equity shares in the Bank in capacity of HUF and is the proprietor of M/s. Mahalingam & Srivatsan, Chartered Accountants, Chennai. He is not related to any of the Directors of the Bank.

Details of other Directorships and Committee memberships: Nil

Shri. S. Bernard

Shri. S. Bernard aged 65 years graduated in Bachelor of Commerce from Madras University and is professionally qualified as Chartered Accountant. Shri. S. Bernard started his career with M/s Eastern Coal Fields, Kolkata, a subsidiary of Coal India Ltd., as an Accountant. Thereafter, he joined M/s Best & Crompton Engineering Ltd., Chennai and headed three divisions therein viz., Carbon brush factory, Cine arc carbon factory and Marketing division as a divisional accountant from the year 1979 to 1984.

During the year end of 1984 he started his own practicing Chartered Accountancy firm at Mayiladuthurai.

He is holding 695 equity shares in the Bank and is the proprietor of M/s S. Bernard & Co., Chartered Accountants, Mayiladuthurai. He is not related to any of the Directors of the Bank.

Details of other Directorships and Committee memberships: Nil

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) Regulation, 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 all the businesses to be transacted at the ensuing AGM, through the remote e-voting platform provided by Karvy Computershare Private Limited (Karvy).

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

- i. The remote e-voting facility will be available during the following period:
 - a) Day, date and time of commencement of remote e-voting: **Thursday, the 18th August 2016 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: **Sunday, the 21st August 2016 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 **16th August 2016**.
- 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. **16th August 2016** 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>IN12345612345678	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:

Mr. I. L. Murthy
Karvy Computershare Private Limited
Unit: **CITY UNION BANK LTD.**
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Serilingampally,
Hyderabad – 500 032
Tel. No.: +91 40 67161509
Toll Free No.: 18003454001
Fax No.: +91 40 23420814
E-mail: evoting@karvy.com

vii. Details of Scrutinizer: Shri. B. Kalyanasundaram, Practicing Company Secretary

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

A. In case of 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 de-mat 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. **16th August 2016** 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 "Corporate Name_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 Mr. I. L. Murthy of Karvy Computershare Private Limited at 040-6716 1509 or at 1800-345-4001 (toll free).
- 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 Postal Ballot, remote e-voting and through poll, if any, at the Meeting, 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.



CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

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

Phone: 0435 -2432322, Fax: 0435 - 2431746

website: www.cityunionbank.com, E-mail: shares@cityunionbank.com

POSTAL BALLOT FORM (In lieu of remote 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 & 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 2016 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 Financial Statements of the Bank for the Financial Year ended 31 st March 2016 and the Reports of the Directors and Auditors thereon.	Ordinary			
2.	To declare final dividend for the Financial Year 2015-16.	Ordinary			
3.	To appoint a Director in the place of Shri. R. Mohan (DIN 06902614), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary			
4.	Re-appointment of M/s P. Chandrasekar, Chartered Accountants, Bengaluru as Statutory Central Auditors of the Bank for FY 2016-17.	Ordinary			
5.	Appointment of Shri. S. Mahalingam (DIN 00121727) as Part -Time Independent Chairman of the Bank.	Ordinary			
6.	Appointment of Shri. M. Narayanan (DIN 00682297) as Independent Non- Executive Director.	Ordinary			
7.	Appointment of Shri. S. Bernard (DIN 01719441) as Independent Non- Executive Director.	Ordinary			
8.	Approval for appointment of Branch Auditors and to fix their remuneration.	Ordinary			
9.	Approval for raising capital through QIP issue.	Special			
10.	Approval for Employee Reservation along with Rights Issue, if any, in future.	Special			

Place:

Date:

(Signature of Member)

Note: Kindly read the instructions printed overleaf before filling this form and the last date for receipt of the form is 17th August 2016.



INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT

1. **The members, who do not have access to remote 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) Amendment Rules, 2015, may send their assent or dissent in writing on the Postal Ballot Form.**
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, 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 5.00 p.m. on **Wednesday, 17th August 2016.** 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, 22nd July 2016,** 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 Companies Act, 2013 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) Amendment Rules, 2015, as the case may be.**
15. The right of e-voting and Postal Ballot Form shall not be exercised by a Proxy.



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.com ; website: www.cityunionbank.com

PROXY FORM (Form No. MGT-11)

(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	
Registered Folio No. / DP-ID & Client ID.	

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

Sl.No.	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 Monday the 22nd day of August 2016 at 10:15 A.M. at "Raya Mahal", 45-46, Gandhi Adigal Salai, Kumbakonam - 612 001, and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Sl. No.	RESOLUTIONS
ORDINARY BUSINESS	
1.	To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31 st March 2016 and the Reports of the Directors and Auditors thereon.
2.	To declare final dividend for the Financial Year 2015-16.
3.	To appoint a Director in the place of Shri. R. Mohan (DIN 06902614), who retires by rotation and being eligible, offers himself for re-appointment.
4.	Re-appointment of M/s P. Chandrasekar, Chartered Accountants, Bengaluru as Statutory Central Auditors of the Bank for FY 2016-17.
SPECIAL BUSINESS	
5.	Appointment of Shri. S. Mahalingam (DIN 00121727) as Part -Time Independent Chairman of the Bank.
6.	Appointment of Shri. M. Narayanan (DIN 00682297) as Independent Non- Executive Director.
7.	Appointment of Shri. S. Bernard (DIN 01719441) as Independent Non- Executive Director.
8.	Approval for appointment of Branch Auditors and to fix their remuneration.
9.	Approval for raising capital through QIP Issue.
10.	Approval for Employee Reservation along with Rights Issue, if any, in future.

Signed this day of 2016.

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 the Administrative Office of the Bank addressed to The Company Secretary, CITY UNION BANK LIMITED, "NARAYANA", No. 24B, Gandhi Nagar, Kumbakonam - 612 001, not less than 48 hours before the commencement of the Meeting (i.e. on or before 10:15 A.M. on Saturday, the 20th August 2016). The proxy need not be a member of the Bank.

