

# 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** is hereby given that the Annual General Meeting of the Members of **CITY UNION BANK LIMITED** will be held on **Wednesday, the 13<sup>th</sup> day of August, 2025, 10:00 a.m.** at **"RAYA MAHAL", 45-46, Gandhi Adigal Salai, Kumbakonam - 612 001.** The Annual General Meeting shall be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended March 31, 2025 and the Reports of Directors and Auditors thereon.
2. To declare Dividend of 200% i.e. ₹2/- per equity share on face value of ₹1/- each fully paid up for the Financial Year 2024-25.
3. To consider the appointment of M/s. P. B. Vijayaraghavan & Co., Chartered Accountants, Chennai (FRN 004721S) and M/s. M. Srinivasan & Associates, Chartered Accountants, Chennai (FRN 004050S), as the Joint Statutory Central Auditors of the Bank for a second term for FY 2025-26.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable and the Banking Regulation Act, 1949 (including any statutory modifications or re-enactments thereof for the time being in force), the Rules, Circulars and Guidelines issued by the Reserve Bank of India ('RBI') from time to time and subject to the approval of RBI, the approval of the Members be and is hereby accorded for the appointment of

**M/s. P. B. Vijayaraghavan & Co.,** Chartered Accountants, Chennai (FRN 004721S) and **M/s. M. Srinivasan & Associates,** Chartered Accountants, Chennai (FRN 004050S), as the Joint Statutory Central Auditors of the Bank on a second term for FY 2025-26, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank at an overall remuneration of ₹1.10 Crore (Rupees One Crore and Ten Lakhs only) to be allocated by the Bank between such Joint Auditors as may be mutually agreed by the Bank and such Joint Auditors depending on their respective scope of work and reimbursement of out of pocket expenses that may be incurred by them during the course of Statutory Central and Branch Audits, Tax Audit & LFR, CSITE Audit and issuing other certifications prescribed by the Regulators, with the power to the Board including Audit Committee thereof to alter and vary the terms and conditions of their appointment, remuneration etc., on account of conditions as may be stipulated by RBI and / or any other Authority, in such manner and to such extent as may be mutually agreed with the Joint Statutory Central Auditors."

### 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 including Audit Committee thereof, be and is hereby authorized to appoint, in consultation with the Joint Statutory Central Auditors of the Bank, the Branch Auditors who are qualified to act as Auditors, including Statutory Auditors pursuant to Section 139, 143(8) and other applicable provisions of the Companies Act, 2013 and the Rules made there under and the Banking Regulation Act, 1949 (including any statutory modifications or re-enactments thereof for the time being in force), the Rules, Circulars and Guidelines issued by the Reserve Bank of India from

time to time, for the purpose of audit of the branches of the Bank for the Financial Year 2025-26 and to decide the Branches 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 the Appointment of Secretarial Auditors**

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 Section 204 (1) of the Companies Act, 2013, read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the provisions of Regulation 24A of SEBI Listing Regulations, 2015, approval of the Members be and is hereby accorded for the appointment of M/s. KUVS & Associates, Practicing Company Secretaries, Tiruchirappalli a Peer Reviewed Firm, as the Secretarial Auditors of the Bank to hold the office for a term of 5 years from FY 2025-26 to FY 2029-30 to conduct Secretarial Audit, Secretarial Compliance Audit and such other assignments under the provisions of the Companies Act 2013, SEBI Listing Regulations and any other relevant law and on such terms including remuneration as specified in the Explanatory Statement annexed to this Notice."

**"RESOLVED FURTHER THAT** the Board of Directors of the Bank are authorized to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matter connected therewith or incidental thereto."

**6. To consider the revision of fixed remuneration for Dr. N. Kamakodi (DIN 02039618), MD & CEO of the Bank w.e.f. May 1, 2024, as approved by RBI**

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

**"RESOLVED THAT** pursuant to the approval received from the Reserve Bank of India vide its letter No.DoR.GOV.No.7096/08.42.001/2024-2025 dt.05.02.2025 under Section 35B of the Banking Regulation Act, 1949, relevant provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modifications or re-enactments thereof for the time being in force) and any other applicable rules, the revision of fixed pay from ₹215 lakh p.a. plus perquisites to ₹236.50 lakh p.a. plus perquisites effective from May 1, 2024 to Dr. N. Kamakodi (DIN 02039618) Managing Director & CEO of the Bank and the payment of the same on the following terms as approved by the RBI, be and is hereby ratified and approved."

**FIXED PAY PER ANNUM (including Perquisites)**

Amount (in ₹)

Sl.No.	Particulars	w.e.f. 01.05.2024
1.	Salary	1,43,24,325
2.	Dearness Allowance	-
3.	<b>Retiral / Superannuation benefits:</b>	
	a. Provident Fund	14,32,433
	b. Gratuity	6,88,669
	c. Pension	5,72,973
4.	Leave Fare Concession / Allowance	10,00,000

**FIXED PAY PER ANNUM (including Perquisites)**

Amount (in ₹)

Sl.No.	Particulars	w.e.f. 01.05.2024
5.	<b>Other Fixed Allowence:</b>	
	i. Entertainment Allowance	50,000
	ii. Education Allowance	20,00,000
6.	<b>Perquisites:</b>	
	i. Free Furnished House & its maintenance / House Rent Allowance	28,80,000
	ii. Conveyance Allowance / Free use of Bank's car:	
	a. Official Purposes	Free use of Bank's two cars
	b. Private Purposes	Reimbursable @ ₹250 for journeys not exceeding 750 km per month, beyond which 60% of the RTA rate to be recoverable.
	iii. Driver's salary	₹39,600 [Maximum Perquisite value for using Bank's car with Chauffer as per Income Tax has been mentioned.]
	iv. Club Membership(s)	5,00,000
	v. Subscription to Newspapers, Journals etc.	12,000
	vi. Insurance Premium	₹50,000 [coverage of INR 5 crore for official journeys by Air/ Rail / Road]
	vii. Telephone, Mobile and Internet facility	1,00,000
	<b>TOTAL FIXED PAY</b> (Maximum including Perquisites )	<b>2,36,50,000</b>

**Details of expenses to be reimbursed:**

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

**"RESOLVED FURTHER THAT** pursuant to RBI Guidelines on Compensation for Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function Staff, etc. issued on November 4, 2019 ('the guideline'), the Compensation policy of the Bank, the relevant provisions of the Banking Regulation Act, 1949 and in supersession to all earlier resolutions passed in this regard, approval of the shareholders be and is hereby accorded for payment of Variable Pay to Dr. N. Kamakodi, MD & CEO of the Bank for each financial year within an overall ceiling as contained under the guideline and that the actual Variable Pay shall be paid only after the approval of the RBI based on an annual review by the Board of the Bank and the Compensation and Remuneration Committee ['CRC'] of his performance, performance of the Bank as a whole and such other performance based criteria as may be determined by the CRC from time to time."

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

**7. To authorize the Board to offer, issue and allot shares by way of Qualified Institutional Placement**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **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 there under (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 VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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, the Board be and is hereby authorized, to offer, issue and allot, by way of Qualified Institutional Placement (QIP), to Qualified Institutional Buyers (QIB), in terms of Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, whether or not such investors are existing Members of the Bank, through one or more placements to raise an amount not exceeding **₹500 crore (Rupees Five Hundred crore only)** 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 365 days 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 SEBI ICDR Regulations."

**"RESOLVED FURTHER THAT** pursuant to Regulation 176 (1) of SEBI ICDR Regulations, the Bank be and is hereby authorised to offer Equity shares at a discount of not more than 5% on the issue price or such other percentage as may be permitted under the applicable laws from time to time."

**"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** minimum 10% of the Equity shares to be issued and allotted under QIP pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs."

**"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 paripassu 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 authorized severally 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 authorized severally 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 shall have all the powers to modify, reapply, redo, make necessary changes, approach and to do all requisite filings / re-submission of any document(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approvals, sanction, permission etc., as may be provided by the Stock Exchanges, SEBI, RBI, GOI and any other appropriate authority, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and / or things expressly by the authority of this resolution."

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

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

Date : June 11, 2025

Place : Chennai

Sd/-  
**Venkataramanan S**  
Company Secretary  
M.No. 28842

## NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No.9/2024 dated September 19, 2024, 09/2023 dated September 25, 2023 read with earlier circulars dated December 28, 2022, May 05, 2022, January 13, 2021, April 13, 2020 and April 8, 2020, ("collectively referred to as MCA circulars") directed the companies / issued clarifications / extended relaxations, to hold the Annual General Meetings through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the Securities and Exchange Board of India ("SEBI") vide its Circular No.133/2024 dated October 3, 2024 read with earlier connected circulars, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In compliance with the said MCA and SEBI Circulars, the **Annual General Meeting of the Bank will be held through VC / OAVM at "RAYA MAHAL", 45-46, Gandhi Adigal Salai, Kumbakonam - 612 001.**

2. As per the circulars issued by MCA and SEBI, the Notice of this AGM along with the Annual Report for FY 2025 is being sent through electronic mode only to those Shareholders whose e-mail addresses are registered with the Bank / Depositories. Members may note that the above documents shall be available in the website of the Bank and Stock Exchanges viz. [www.cityunionbank.com](http://www.cityunionbank.com); [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com). The Shareholders who have not registered their e-mail id may like to obtain the Annual Report and Notice in the manner mentioned in the below paras.

**Attending e-AGM & remote e-Voting:** The members can attend the meeting through video conferencing platform provided by **National Securities Depositories Limited ("NSDL")**. For the Shareholders present at the AGM venue, the Bank has arranged the facility to view the proceedings of the meeting. In terms of Section 108 of the Companies Act, 2013 read with the Rules made there under and Regulation 44 of the SEBI Listing Regulations, 2015, the Bank is providing remote e-Voting facility to its Members holding shares in Physical / Demat mode, as on the cut-off date. Such remote e-Voting platform is also provided by NSDL only. The user manual for the above is set out at the end of this Notice.

3. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. At the time of logging-in to the system to attend the AGM or during the course of AGM, if a Member loses the connection, the same shall not be a ground for complaint.

5. **The Chairman reserves the right to limit the number of Members asking questions depending on either the availability of time or live streaming concerns or any other unforeseen situations if any, at the time of AGM.**

## 6. PROXY

Since the AGM is being conducted through VC / OAVM, the facility of **Proxy form is not applicable**. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM in the prescribed mode and cast their votes through e-Voting.

7. Institutional / Corporate Shareholders (i.e., other than Individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-Voting or during the e-AGM. The e-mail may be sent directly to the scrutinizer at [scrutinizer@cityunionbank.in](mailto:scrutinizer@cityunionbank.in) with a copy marked to RTA at [einward@integratedindia.in](mailto:einward@integratedindia.in)

## 8. EXPLANATORY STATEMENT

The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the relevant Ordinary Business and for all the Special Business is annexed hereto.

9. 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 up to the date of AGM on all working days between 10:00 a.m. to 12:00 noon. However, Members seeking to inspect are requested to drop an e-mail to [shares@cityunionbank.in](mailto:shares@cityunionbank.in)

## 10. DIVIDEND ENTITLEMENT

The Board of Directors at its meeting held on May 02, 2025 has recommended a dividend of 200% i.e., ₹2/- per equity share on face value of ₹1/- each fully paid up for the Financial Year 2024-25, subject to approval of Members at the ensuing AGM. The **record date** to determine eligibility of Members for payment of dividend is **Friday, August 1, 2025**. The dividend, if declared by the Members, will be paid by the Bank within the statutory time lines from the conclusion of the AGM in a manner as prescribed under the Companies Act, 2013 and SEBI Listing Regulations, 2015 as amended.

In terms of the provisions of the Income-tax Act, 1961, ("IT Act") and Finance Act, 2020 as amended thereof, the Bank is required to deduct tax at source from dividend paid to Members, at the rates prescribed under the Finance Act, 2020 and the amendments thereof. The tax rates would vary depending on the residential status of the Member and the exemptions as enumerated in the IT Act subject to fulfilling the documentary requirements, such as submission / non-submission of PAN, Form 15G / 15H as applicable. Accordingly, Members are requested to submit pre-requisite forms to the Bank / RTA by e-mail to [shares@cityunionbank.in](mailto:shares@cityunionbank.in) or [einward@integratedindia.in](mailto:einward@integratedindia.in) on or before Friday, August 1, 2025.

Dividend, after declaration at the AGM, will be paid to such Members whose names appear in the Register of Members of the Bank as on the record date.

## 11. DEMATERIALIZATION OF SHARES

The shares of the Bank are traded compulsorily in dematerialized form with effect from June 25, 2001 in the Stock Exchanges viz., "The National Stock Exchange of India Limited" & "BSE Limited". 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. As per SEBI circular all share transfers shall only take place in Demat mode w.e.f. April 01, 2019. Now the shares of the Bank are traded only in Demat mode. Further, to enhance ease of dealing in securities markets by investors, SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8

dated January 25, 2022 has directed all listed entities to issue securities in Demat mode only, while processing the following service request viz, Issue of Duplicate Securities Certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of Securities Certificate, Endorsement, Sub-division / Splitting of Securities Certificate, Consolidation of Securities Certificates / Folios, Transmission, Transposition etc.

The Securities Holder / Claimant shall submit duly filled Form ISR - 4 (available in the website of the Bank / RTA) to the RTA in respect of any of above mentioned claims and the RTA shall process the same by way of issuing Letter of Confirmation. Within 120 days of the issue of the said letter, the Securities Holder / Claimant shall submit the Demat Request Form along with the said letter, to their Depository Participant failing which, the shares will be credited to Escrow Demat Account of the Bank by RTA.

## 12. UNCLAIMED DIVIDENDS / SHARE TRANSFERRED TO IEPF AUTHORITY

In terms of the relevant provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Unclaimed Dividend and the underlying Equity Shares of the Bank for FY 2016-17 has been transferred to IEPF Authority.

The Unclaimed Dividend and also the underlying Shares for FY 2017-18 will be transferred to IEPF Authority pursuant to aforesaid provisions, in the current financial year i.e., FY 2026. For details on year wise Unclaimed Dividends to be transferred / Shares already transferred to IEPF, kindly refer to the Corporate Governance section of the Annual Report. The Shareholders are therefore requested to contact RTA for claiming their Unclaimed Dividend and / or Shares transferred to IEPF Authority and also visit the website of the Bank in this regard.

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

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 & updated Bank account details 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 RTA.
14. The Shareholders holding securities in Physical form are requested to update their Bank mandate by way of submitting duly signed copy of PAN card along with cancelled cheque leaf with the Bank / RTA along with Form ISR-2 for receiving the Dividend / other benefits by way of electronic credit to their respective Bank account in time.
15. The Bank continues to support the "Green Initiative" announced by the Government of India, and in this regard the Shareholders who have not registered their e-mail address so far are requested to register their e-mail address (for Demat holders - with their respective DPs and for holders in Physical form - with our RTA) to enable the Bank to send all future correspondence through e-mail.
16. Electronic copy of the Annual Report and Notice for FY 2024-25 indicating the process and manner of e-Voting is being sent to all the Members whose e-mail IDs are registered with the Bank / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. Members may further note that the Notice and the Annual Report for FY 2024-25 is available on the Bank's website [www.cityunionbank.com](http://www.cityunionbank.com) for download.
17. **Voting through electronic means**  
In terms of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Bank is pleased to provide its Members holding shares in Physical / Demat mode, facility to exercise their right to vote at the Annual General Meeting by electronic means through 'Remote e-Voting' services provided by National Securities Depository Limited (NSDL).
18. The "cut-off date" for the "Remote e-Voting" is **Wednesday, August 6, 2025**. The instructions for e-Voting are appended to this Notice. The remote e-Voting will **commence on August 9, 2025 (9:00 a.m.)**, and **close on August 12, 2025 (5:00 p.m.)**. Kindly note the AGM is being held through VC / OAVM mode only from a specified venue. Any shareholder of the Bank may join the meeting at the venue but no physical voting by any means will be available to such shareholders.
19. In Compliance with the Companies (Management and Administration) Amendment Rules, 2015, the Bank is also pleased to provide the electronic voting system during the AGM. The said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting only by the Members attending the meeting and who have not exercised their right to vote through remote e-Voting. The Shareholders, who are eligible to vote as on the "cut-off" date, but have not exercised their right to vote through remote e-Voting shall cast their votes at the AGM through e-Voting for all the resolutions set out in the Notice. Shareholders who have already exercised their right to vote through remote e-Voting may attend the AGM but shall not vote at the AGM.
20. The Board of Directors of the Bank has appointed Mr. V. Sankar, Partner M/s. KUVS & Associates Practicing Company Secretaries, Tiruchirapalli as Scrutinizer to scrutinize and report the e-Voting process in a fair and transparent manner.
21. Update your KYC: Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/181 dt. November 17, 2023 the Shareholders holding shares in Physical / Demat mode are required to update their KYC details with the Bank / RTA or with their respective Depository Participant (DP) by submitting -
  - a) ID Proof : Self Attested copy of PAN Card
  - b) Address Proof : Self Attested copy of Passport / Aadhar Card / Bank Pass Book / Voter Card / Driving License

## EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### Item No. 3

**EXPLANATORY STATEMENT FOR THIS ORDINARY BUSINESS ITEM IS NOT REQUIRED UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013. HOWEVER THE EXPLANATORY STATEMENT IS BEING GIVEN PURSUANT TO THE PROVISIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**M/s. P. B. Vijayaraghavan & Co.**, Chartered Accountants, Chennai (FRN 004721S) and **M/s. M. Srinivasan & Associates.**, Chartered Accountants, Chennai (FRN 004050S) were appointed as Joint Statutory Central Auditors of the Bank for the Financial year 2024-25 at the previous AGM held on August 22, 2024.

Pursuant to the Guidelines on Appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ('RBI Guidelines'), Banks may appoint the SCAs / SAs for a continuous period of three years. Since the Joint Statutory Central Auditors of the Bank will be completing their first term at the conclusion of this AGM for FY 2024-25, the Board of directors of the Bank recommends the re-appointment of M/s. P. B. Vijayaraghavan & Co., Chartered Accountants, Chennai (FRN 004721S) and M/s. M. Srinivasan & Associates., Chartered Accountants, Chennai (FRN 004050S) as Joint Statutory Central Auditors of the Bank (JSCA) from the conclusion of this Annual General

Meeting to the conclusion of next Annual General Meeting of the Bank subject to the approval of Reserve Bank of India.

The terms and conditions of appointment including an overall remuneration of ₹1,10,00,000/- (Rupees One Crore Ten Lakhs only) for FY 2025-26 [earlier ₹90 lakhs for first term in FY 2024-25] to be allocated by the Bank between the two Joint Statutory Central Auditors depending upon their respective scope of work as may be mutually agreed between the Bank and Joint Statutory Central Auditors plus out of pocket expenses and applicable taxes.

The increase is justified considering enlargement in the scope of their work emanating from various circulars / notifications issued by Reserve Bank of India and Securities and Exchange Board of India, with increase in number of certificates to be issued, coupled with increase in volume of work and man-hours involved.

Considering additional efforts taken by SCAs and taking into account the profile, experience and specialization in Audit of Banking and Financial Services Sector by the SCAs, the Audit Committee and the Board of Directors of the Bank in their meeting held on June 11, 2025 have recommended for considering an enhancement in the Audit fees, subject to approval of the Members of the Bank.

The proposed Auditors have confirmed their eligibility and submitted all relevant declarations for their re-appointment as SCAs in terms of Section 141 of the Companies Act, 2013 & applicable rules and also under the Reserve Bank of India guidelines.

### Profile of SCAs / Credentials:

**M/s. P. B. Vijayaraghavan & Co.**,  
Chartered Accountants, Chennai  
(FRN 004721S)

M/s. P. B. Vijayaraghavan & Co., was founded in the year 1953. It has more than seven decades of audit experience under various facets of audit such as Statutory Audits of Banks, Insurance Companies, Multi-State & District Co-operative Societies, Public Sector Companies and Corporate sector, GST Audit and Forensic Audit. It has more than 60 qualified & experienced professional staff including partners on various audits and other assignments in diverse fields.

The firm had conducted Statutory Audit of the Reserve Bank of India (including Central Office). Moreover, in the past, it was associated as Statutory Central Auditors with some of the Banks viz. State Bank of India, Punjab National Bank, Central Bank of India, Bank of Madurai (merged with ICICI Bank), Oriental Bank of Commerce, Dhanlaxmi Bank Limited, State Bank of Mysore, Da Afghanistan Bank (Apex Bank of Afghanistan), AZIZI Bank - Kabul etc.

### Profile of SCAs / Credentials:

**M/s. M. Srinivasan & Associates,**  
Chartered Accountants, Chennai  
(FRN 004050S),

M/s. M. Srinivasan & Associates was established in the year 1987. The firm has been providing wide range of services from Assurance, Internal Audit, Statutory Audit, Direct and Indirect Taxation, Corporate and International taxation, Consulting etc. for the last 37 years. The firm has around 100 professionally qualified members working in-house with clients from wide segments such as Automobile, Banking, FMCG, Retail, Telecom, Insurance, IT, Hospitality and Health Care, Real Estate, Pharmaceuticals, Mutual Funds, Oil and Gas, Gems and Jewellery etc.

The Banking clientele of the firm includes some of the major banks viz. Kotak Mahindra Bank Limited, ICICI Bank and IndBank (subsidiary of Indian Bank) Merchant Banking Services Limited and also, the firm was the Statutory Central Auditors of Indian Overseas Bank.

The Joint Statutory Central Auditors of the Bank, during the FY 2024-25 have audited 26 branches / offices (including Central office) as a part of annual audit. The remuneration paid to them for Annual Audit and Quarterly Financial Review for the year 2024-25 is as under:

(₹ in Lakhs)

Sl. No.	Particulars	Amount
1.	Fees paid for Statutory Central Audit and Branch Audit for FY 2025	2.66
2.	Travel Allowance paid for Statutory Central Audit and Branch Audit for FY 2025	0.72

The proposed Auditors are independent of the Management of the Bank. Hence, the Board recommends to shareholders, the re-appointment of **M/s. P. B. Vijayaraghavan & Co.**, Chartered Accountants, Chennai (FRN 004721S) and **M/s. M. Srinivasan & Associates**, Chartered Accountants, Chennai (FRN 004050S), as the Joint Statutory Central Auditors of the Bank for the **Second term** for FY 2025-26 to hold the office from the conclusion of the ensuing AGM until the conclusion of the next AGM of the Bank.

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

The Board recommends the Resolution set out at Item No.3 of this Notice for the approval of Members by passing Ordinary Resolution.

#### Item No.4

In terms of the provisions of the Companies Act, 2013 and the Rules made there under, the Branches of the Bank have to be audited either by Statutory Central Auditors or by

other qualified Auditors as a regular audit work on a yearly basis. Accordingly, the Bank intends to entrust the Audit of its Branch Offices either to the Statutory Central Auditors or to other qualified Auditors in consultation with Statutory Central Auditors on such remuneration and on such terms and conditions as the Board deems fit based on the recommendations of the Audit Committee of the Board.

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.4 of this Notice for the approval of Members by passing Ordinary Resolution.

#### Item no. 5

#### Appointment of Secretarial Auditor

In terms of Section 204 (1) of the Companies Act, 2013, read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

and also, pursuant to the provisions of Regulation 24A of SEBI Listing Regulations, 2015, our Bank is subject to Secretarial Audit by a Practicing Company Secretary.

M/s. KUVS & Associates, Practicing Company Secretaries, Tiruchirappalli, carried out the Secretarial Audit for the previous FY 2024-25 and their services are found to be very professional and satisfactory.

As per the amended SEBI Listing Regulations, 2015 Secretarial Auditors have to be appointed by the shareholders for a term of five years.

Subject to the approval of Shareholders, the Board of Directors of the Bank at its meeting held on June 11, 2025 appointed M/s. KUVS & Associates, Practicing Company Secretaries, Tiruchirappalli as Secretarial Auditor and Scrutinizer of the Bank for the first term of 5 years i.e., from FY 2025-26 to FY 2029-30. The Board of Directors of the Bank has proposed a remuneration of ₹4.75 Lakhs/- (exclusive of reimbursement towards out-of-pocket expenses, taxes and e-forms certification & filing fees with MCA) to conduct Secretarial Audit, Secretarial Compliance Audit and such other assignments under the provisions of the Companies Act, 2013, SEBI Listing Regulations and any other relevant law for the financial year 2025-2026 with a yearly escalation in remuneration as may be mutually agreed between Board of Directors and Secretarial Auditors with respect to the volume of work.

The Board of Directors will be at liberty to alter, vary and revise the remuneration of the Secretarial Auditors from time to time in line with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations or any amendment or statutory modifications thereto.

M/s. KUVS & Associates, Practising Company Secretaries is situated at 29, Pandamangalam Agraharam, Woriyur, Trichy - 620003 with the partners Shri. V. Sankar, ACS, ACMA and Smt. K Uma, ACMA, ACS. The firm is peer reviewed by the Institute of Company Secretaries of India. They are not disqualified to act as Secretarial Auditors. Their expertise covers Corporate Compliances, Corporate Governance, Advisory, Consulting and other allied Secretarial services.

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.5 of this Notice for the approval of Members by passing Ordinary Resolution.

#### Item No. 6

#### **Revision in remuneration - Fixed Pay of Dr. N. Kamakodi, MD & CEO w.e.f. May 1, 2024**

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

The Reserve Bank of India issued guidelines on Compensation to Whole-time Directors, CEOs, Material Risk Takers and Control Function Staffs of Private Sector Banks dt. November 04, 2019 as per which all Private Sector Banks while computing the total Fixed Pay of Whole-time Directors and CEOs, shall quantify the monetary value of all perquisites proposed to be paid to them and include the same in Salary component. The fixed remuneration of Dr. N. Kamakodi, was last revised and approved by RBI applicable w.e.f. May 1, 2023.

Taking into account the recommendation of the Compensation & Remuneration Committee of the Board, the Board of Directors of the Bank had made a thorough assessment of the Bank's performance over the previous year under the leadership of Dr. N. Kamakodi, his contribution based on Qualitative metrics, remuneration of MD & CEO of peer Bank's, and submitted an application to RBI for increase in his Fixed remuneration. The RBI vide its letter number No.DoR.GOV.No.7096/08-42-001/2024-25 dated February 5, 2025 accorded its approval for revision in fixed remuneration to Dr. N. Kamakodi, MD & CEO of the Bank for an amount of ₹236.50 lakh p.a. (earlier ₹215 lakh p.a.) w.e.f. May 01, 2024.

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

The Board recommends the Resolution set out at Item No.6 of this Notice for ratification and approval of the Members by passing Ordinary Resolution.

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

Name of the Director	<b>Dr. N. Kamakodi (DIN 02039618)</b>
Date of Birth / Age	26-07-1974 Age: 50 yrs
Qualification	B.Tech, MBA, CAIIB, Ph.D
Experience	<p>Expertise: Banking</p> <p>Dr. N. Kamakodi (DIN 02039618) is qualified as B.Tech, MBA, CAIIB &amp; Ph.D. He started his career as Assistant Manager-Production Engineer, in Reliance Industries Limited, in 1995 at the Hazira Project, Gujarat and continued till the year 1998. Thereafter he joined the Chinese University of Hong Kong to pursue his MBA degree. Thereafter he was involved in conceiving and developing an off-shore BPO (Business Process Outsourcing) Unit in the year 2000 and was associated with the unit till 2003. In the year 2003, he joined City Union Bank as Deputy General Manager HRD and elevated to the position of General Manager in charge of Credit in April 2005. In September 2006, he took charge as Executive Director of the Bank and in January 2011 he was re-designated as Executive President. In May 2011, he assumed charge as MD &amp; CEO of the Bank. Within a period of two decades he has demonstrated his skill and ability to steer the Bank in the solid growth combined with stability. The Bank's achievements, under his stewardship include rapid branch expansion, high growth trajectory, introduction of Employees Stock Option Schemes and adoption of technology to take the bank almost on par with the best digitally tech savvy banks in the industry.</p>
Terms & Conditions of Re-appointment (in current term)	Re-appointed as MD & CEO for a period of three years w.e.f. May 01, 2023 vide RBI letter No DoR.GOV.No.438/08.42.001/2023-24 dated April 26, 2023 and approved by Shareholders on July 02, 2023 through Postal Ballot by way of remote e-voting.
Remuneration sought to be paid	Fixed remuneration of ₹236.50 lakh p.a. w.e.f. May 01, 2024
Remuneration last drawn	Fixed remuneration of ₹215 lakh p.a. up to April 30, 2024
Date of first appointment on the Board	May 1, 2011
Shareholding in the Company	24,34,820
Relationship with other Directors	Nil
Number of Board meetings attended during the year	12 Board meetings were held during FY 2024-25 and all meetings were duly attended by him.
Other Directorships, Membership / Chairmanship of Committees of other Boards	Nil

**Item No.7**

The present Authorized Capital of the Bank is ₹100 crore and the Issued and Paid up Capital is ₹74.10 crore divided into 74,10,08,062 fully paid equity shares of ₹1/- each. The net worth of the Bank at the end of Financial Year 2024-25 stood at ₹9,416.87 crore.

As per statutory guidelines, the Special Resolution has a validity period of 365 days. If this agenda is approved by the Members by way of a Special Resolution, as and when there is a requirement to raise Capital, the Bank can raise funds through QIP at a shorter notice. It is in this context, the Bank has been seeking Shareholders approval with an enabling resolution to go for QIP issue almost every year for operational convenience.

The Resolution proposed is an enabling resolution and the detailed terms and conditions of the issue of the Securities, including the exact price, proportion and timing of the issue of the Securities, and the number of tranches in which such issue be undertaken will be

decided by the Board in consultation with Lead Managers, Advisors and such other authorities and agencies as may be required. The proposal therefore seeks to confer upon the Board / Committee the absolute discretion to determine the terms of issue.

Though we sought Shareholders approval in earlier years, we utilized it only once during July 2014 considering the capital requirements and market trend. Similarly, we now seek the Members approval for QIP issue upto **₹500 crore** (Rupees Five Hundred Crore only) including premium. It will be used judiciously at appropriate time depending upon the need and opportunity available. The issue / allotment would be subject to the applicable regulatory approvals, if any.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution. The Board recommends the Resolution set out at Item No.7 of this Notice for approval of the Members by passing Special Resolution.

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

Date : June 11, 2025  
Place : Chennai

Sd/-  
Venkataramanan S  
Company Secretary  
M.No. 28842

### INSTRUCTIONS FOR REMOTE e-VOTING AND e-VOTING AT THE AGM

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 9/2024 dated September 19, 2024, 09/2023 dated September 25, 2023 read with earlier circulars dated December 28, 2022, May 05, 2022, January 13, 2021, April 13, 2020 and April 8, 2020, ("collectively referred to as MCA circulars") directed the companies / issued clarifications / extended relaxations, to hold the Annual General Meetings through video conferencing ("VC") / Other Audio Visual Means ("OAVM") and the Securities and Exchange Board of India ("SEBI") vide its Master Circular No. SEBI Circular No.133/2024 dated October 3, 2024, SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015". In compliance with the said MCA Circulars and SEBI Circular, the **Annual General Meeting of the Bank will be held through VC / OAVM.**
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM in the prescribed mode and cast their votes through e-Voting.
3. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.cityunionbank.com](http://www.cityunionbank.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM / AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 2/2021 dated January 13, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 9/2023 dated September 25, 2023, and No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars').

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE e-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-Voting period **begins on Saturday, August 9, 2025 at 9:00 A.M. and ends on Tuesday, August 12, 2025 at 5:00 P.M.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e., August 6, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on such cut-off date.

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

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




#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and Joining Virtual Meeting for Individual Shareholders holding securities in Demat mode

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

**Login method for Individual shareholders** holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding Securities in Demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of Shareholders	Login Method
	<p>3. If you are not registered for IDeAS e-Services, option to register is available at <b><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></b>. Select "<b>Register Online for IDeAS Portal</b>" or click at <b><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></b></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b><a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></b> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "<b>Login</b>" which is available under '<b>Shareholder / Member</b>' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit Demat Account Number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders / Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="display: flex; align-items: center; justify-content: center;"> <div style="text-align: center;"> <p><b>NSDL Mobile App is Available on</b></p> </div> <div style="margin: 0 10px;">  </div> <div style="margin: 0 10px;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>
Individual Shareholders holding Securities in Demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>login icon &amp; New System Myeasi Tab</b> and then user your existing <b>Myeasi username &amp; password</b>.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and <b>click on login &amp; New System Myeasi Tab</b> and then <b>click on registration option</b>.</p>

Type of Shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat Account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**IMPORTANT NOTE:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding Securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b><a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a></b> or <b>call at 022 - 4886 7000</b>
Individual Shareholders holding Securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b><a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a></b> or <b>contact at toll free no. 1800 2109 911 / 022 - 2305 8738 / 8542 / 8543</b>

**B) Login Method for e-Voting and Joining Virtual Meeting for Shareholders other than Individual Shareholders holding Securities in Demat mode and Shareholders holding Securities in Physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **<https://www.evoting.nsdl.com/>** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.

3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at **<https://eservices.nsdl.com/>** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User **ID details** are given below :

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

5. **Password details** for shareholders other than Individual Shareholders are given below:
    - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
    - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you.  
  
Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    - c) How to retrieve your 'initial password'?
      - (i) If your e-mail ID is registered in your Demat Account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., **“.pdf”** file. Open the **“.pdf”** file. The password to open the **“.pdf”** file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in Physical form. The **“.pdf”** file contains your 'User ID' and your 'initial password'.
      - (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered**.
  6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on **"Forgot User Details / Password?"** (If you are holding shares in your Demat Account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.
    - b) Physical User Reset Password?" (If you are holding shares in Physical mode) option available on **www.evoting.nsdl.com**.
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.com** mentioning your Demat Account Number / Folio Number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

#### General Guidelines for Shareholders

1. Institutional Shareholders (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@cityunionbank.in](mailto:scrutinizer@cityunionbank.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to [Smt.PrajaktaPawle@evoting@nsdl.com](mailto:Smt.PrajaktaPawle@evoting@nsdl.com)

#### Process for those Shareholders whose e-mail ids are not registered with the Depositories for procuring user id and password and registration of e-mail ids for e-Voting for the Resolutions set out in this Notice:

1. In case shares are held in Physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by e-mail to [einward@integratedindia.in](mailto:einward@integratedindia.in) / [shares@cityunionbank.in](mailto:shares@cityunionbank.in).
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [einward@integratedindia.in](mailto:einward@integratedindia.in) / [shares@cityunionbank.in](mailto:shares@cityunionbank.in). If you are an Individual Shareholders holding securities in Demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode.**
3. Alternatively Shareholder / Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding Securities in Demat mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their Demat Account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM" placed under "**Join Meeting**" menu against company name. You are requested to click on VC / OAVM link placed under Join Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the

remote e-Voting instructions mentioned in the Notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name Demat Account Number / Folio Number, e-mail id, mobile number at **shares@cityunionbank.in**. The same will be replied by the company suitably.

### 6. Speaker Registration before e-AGM :

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / Folio Number, PAN, Mobile Number at **shares@cityunionbank.in till Friday, August 8, 2025 at 5:00 P.M.** Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Bank reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Speakers are requested to keep their questions / clarifications on the business items as short as possible and to the point.

