

CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

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

Phone : 0435 - 2402322 e-mail : shares@cityunionbank.in

website : www.cityunionbank.bank.in

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 **Friday, 14th August 2026 at 10:00 a.m.** 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 at "**Raya Mahal, 45-46, Gandhi Adigal Salai, Kumbakonam - 612 001** 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, 2026 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 2025-26.
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 the third and final term for FY2026-27.

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 as per the approval of RBI vide letter no. CO.DOS.RPD.No.S2057/08.13.005/2026-27, dated June 16, 2026, 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 for the third and final term for FY 2026-27, 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 ₹124 lakhs (Rupees One Crore Twenty Four 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 2026-27 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 increase the authorised share capital of the Bank and consequent alteration of the ‘Capital’ clause of Memorandum of Association and Articles of Association.

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 Sections 13, 14, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made there under, the relevant

provisions of the Banking Regulation Act, 1949, the rules, circulars, directions and guidelines issued by the Reserve Bank of India (‘RBI’), (including any statutory modification(s) or re-enactment thereof for the time being in force), such other statutes, laws, and the relevant clauses of Memorandum and Articles of Association of the Bank and subject to such other approvals/ consents/ permissions/ sanctions, if any, as the case may be necessary in this respect, the consent of the Members be and is hereby accorded to increase the authorised share capital of the Bank by creation of additional 100,00,00,000 (One Hundred Crore) equity shares of ₹1/- (Rupee one only) each.

“RESOLVED FURTHER THAT subject to the approval of the Reserve Bank of India, Clause 5 of the Memorandum of Association and clause 4 (i) of the Articles of Association of the Bank, be and is hereby altered as given below:”

Clause No.	Altered Clause
Clause 5 of Memorandum	The Authorized Share Capital of the Bank is ₹ 200,00,00,000/- (Rupees Two hundred crore only) divided into 200,00,00,000 Equity shares of ₹ 1/- each.
Clause 4 (i) of Articles	The Bank in accordance with the provisions of the Acts, may from time to time, increase or reduce the authorized capital of the Bank, by such sum, to be divided into shares of such amount, as may be specified in the resolution.

“RESOLVED FURTHER THAT Company Secretary of the Bank be and is hereby authorized to carry out necessary alterations, modifications or amendments in the Memorandum of Association and Articles of Association of the Bank as may be prescribed by the RBI, if any, and to do all such acts, deeds, matters, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

6. 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 Resolutions:**

“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 NSE 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 23, 2026
Place : Chennai

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

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No.03/2025 on 22.09.2025 directed the companies / issued clarifications / extended relaxations, to hold the Annual General Meetings through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). In compliance with the said MCA Circular, the Annual General Meeting of the Bank will be held **through VC / OAVM at "Raya Mahal", 45-46, Gandhi Adigal Salai, Kumbakonam - 612 001 and a facility has been arranged thereat by the Bank for the shareholders present at the venue to view the proceedings of the meeting.**

2. As per the circulars issued by MCA and SEBI, the Notice of this AGM along with the Annual Report for FY 2026 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.bank.in; www.nseindia.com; www.bseindia.com. The Shareholders who have not registered their e-mail id may 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")**. 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 through remote e-Voting process. The e-mail may be sent directly to the scrutinizer at scrutinizer@cityunionbank.in with a copy marked to RTA at 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 Businesses 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 / Admin. 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 at shares@cityunionbank.in.

10. DIVIDEND ENTITLEMENT

The Board of Directors at its meeting held on April 27, 2026 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 2025-26, subject to approval of Members at the ensuing AGM. The record date to determine eligibility of Members for payment

of dividend is the Friday, July 31, 2026. The dividend, if declared by the Members, will be paid by the Bank within the statutory timelines 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, 2025, ("IT Act") the Bank is required to deduct tax at source from dividend paid to Members, at the rates prescribed under the IT Act. 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 121 as applicable. Accordingly, Members are requested to submit pre-requisite forms to the Bank / RTA by e-mail to shares@cityunionbank.in or einward@integratedindia.in on or before the Friday, July 31, 2026.

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 NSE 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 after processing the service request, shall credit the securities of the security holder/claimant, directly in their demat account, within 30 days of receipt of service request.

12 UNCLAIMED DIVIDENDS/ SHARES 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 2017-18 along with the unclaimed sale proceeds of Fractional Bonus shares for FY 2017-18 has been transferred to IEPF Authority during FY 2026.

The Unclaimed Dividend and also the underlying Shares for FY 2018-19 will be transferred to IEPF Authority pursuant to aforesaid provisions, in the current financial year i.e., FY 2027. 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. SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/ 1/3750/2026 dated January 30, 2026 read with SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025 /97 dated July 02, 2025, has notified a special window for a period of one year from February 05, 2026 to February 04, 2027 for transfer and dematerialization ("demat") of physical securities which were sold / purchased prior to April 01, 2019 and were rejected, returned, due to deficiencies in documents / process or otherwise. The concerned shareholders are requested to get in touch with the Bank's RTA in this regard.
15. With effect from April 2, 2026, SEBI has mandated the RTAs / listed companies to credit the securities directly to the active demat account of the investor after necessary due-diligence by RTAs instead of issuing LOC in respect of matters - Transmission of shares, Name Change, Status Change, Name Correction, Consolidation / Split of Shares, Transposition, Claim from Unclaimed Suspense Account, Issuance of Duplicate Certificate in lieu of Original etc. The Shareholders are requested to take note of this update.
16. 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.
17. Electronic copy of the Annual Report and Notice for FY 2025-26 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 2025-26 is available on the Bank's website www.cityunionbank.bank.in for download.

18. 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).

The "**cut-off date**" for the "**Remote e-Voting**" is **Friday, August 7, 2026**. The instructions for e-Voting are appended to this Notice. The remote e-Voting will **commence on Monday, August 10, 2026 (9:00 a.m.), and close on Thursday, August 13, 2026 (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.**

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.

As per the approval accorded by the Shareholders of the Bank at its meeting held on August 13, 2025 Mr. V. Sankar, Partner M/s. KUVS & Associates Practicing Company Secretaries, Tiruchirapalli will act as Scrutinizer for the e-voting process and shall report in fair and transparent manner.

19. 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 ISR-2 along with -

- 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, as amended.

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 2025-26 at the previous AGM held on August 13, 2025.

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 second term at the conclusion of this AGM for FY 2025-26, 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) for the third & final term, from the conclusion of this Annual General Meeting till the conclusion of next

Annual General Meeting of the Bank as per the approval of RBI vide Ref CO.DOS.RPD.No.S2057/08.13.005/2026-27 its letter dated June 16, 2026.

The terms and conditions of appointment including an overall remuneration of ₹ 1,24,00,000/- (Rupees One Crore Twenty Four Lakhs only) for FY 2026-27 (being an increase of 12.72% appx. from earlier remuneration of ₹ 1,10,00,000/-), 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 recommends to the Shareholders for their appointment for third and final term and also enhancement in professional fees as aforesaid.

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 Madura (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, Consulting, Corporate and International taxation, Consulting etc. for the last 38 years. The firm has around 16 professionally qualified members and 60 audit resources, 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 2025-26 have audited 954 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 2025-26 is as under:

(₹ in Lakhs)

Sl. No.	Particulars	Amount
1.	Fees paid for Statutory Central Audit and Branch Audit for FY 2026	115.78
2.	Travel Allowance (including other out of pocket expenses) paid for Statutory Central Audit and Branch Audit for FY 2026	15.33

The proposed Auditors are independent of the Management of the Bank. Hence, the Board recommends to shareholders, 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 the **Third and Final term for FY 2026-27** 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

The existing authorised share capital of the Bank is ₹100,00,00,000/- (Rupees One Hundred Crore only) divided into 100,00,00,000 (One Hundred Crore) equity shares of ₹1/- (Rupees one only) each.

In order to augment the capital need for the future expansion and growth of the Bank, it is proposed to appropriately increase the Authorised Share Capital of the Bank by creation of additional ₹100,00,00,000/- (Rupees One Hundred Crore only) divided into 100,00,00,000 (One Hundred Crore) equity shares of ₹1/- (Rupees one only) each.

As on the date of this notice, the Bank's Issued, Subscribed and Paid-up Capital stands at ₹99,07,87,237 having 99,07,87,237 shares of face value ₹1 each.

The alterations to the Authorised Capital is as under:

Existing Authorised Capital of the Bank	Revised Authorised Capital of the Bank
₹ 100,00,00,000/- (Rupees One hundred crore only) divided into 100,00,00,000 Equity shares of ₹ 1/- each	₹ 200,00,00,000/- (Rupees Two hundred crore only) divided into 200,00,00,000 Equity shares of ₹ 1/- each

Pursuant to the relevant provisions of the Banking Regulation Act, 1949, any amendment to the Memorandum of Association of a Bank needs prior approval or no objection from RBI. Accordingly, an application for alteration of Memorandum and Articles of Association of the Bank has been made to the RBI and the approval in this regard is awaited as on the date of this notice. Subject to approval of the RBI (considering any modifications, if any, as may be directed by RBI), the Memorandum and Articles of Association of the Bank is proposed to be suitably altered as below:

Clause no.	Altered clause
Clause 5 of Memorandum	The authorized Share Capital of the Company is ₹ 200,00,00,000/- (Rupees Two hundred crore only) divided into 200,00,00,000 Equity shares of ₹ 1/- each.
Clause 4 (i) of Articles	The Bank in accordance with the provisions of the Acts, may from time to time, increase or reduce the authorized capital of the Bank, by such sum, to be divided into shares of such amount, as may be specified in the resolution.

Further, the provisions of the Companies Act, 2013, requires the Bank to seek the approval of the Members for increasing of the Authorised Share Capital and for the alteration of Capital Clause of the Memorandum of Association and Articles of Association of the Bank.

None of the Directors, Key Managerial Personnel of the Bank and their relatives are concerned or interested in passing of this resolution. The Board recommends the Resolution set out at Item No.5 of this Notice for approval of the Members by passing Special Resolution.

Item No.6

The present Authorized Capital of the Bank is ₹ 100 crore and the Issued and Paid up Capital is ₹99,07,87,237 divided into 99,07,87,237 fully paid equity shares of ₹ 1/- each. The net worth of the Bank at the end of Financial Year 2025-26 stood at ₹10,458.24 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.6 of this Notice for approval of the Members by passing Special Resolution.

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

Venkataramanan S
Company Secretary
M.No. 28842

Date : June 23, 2026
Place : Chennai

INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT THE AGM

1. 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), 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.
2. The remote e-Voting period **begins on Monday, August 10, 2026 at 9:00 A.M. and ends on Thursday, August 13, 2026 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. the Friday, August 7, 2026** 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.

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 again during 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 7, 2026 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.

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: 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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, 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. - Existing IDeAS user can visit the e-Services website of NSDL Viz., https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store  Google Play 

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares

held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

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 with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (Assistant Vice President) at 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 email to 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 shares@cityunionbank.in
3. 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 for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. 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 email ID correctly in their demat account in order to access e-Voting facility.

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