

**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

OFFICE:

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**B.KALYANASUNDARAM,
B.Com.,ACMA.,ACS.,**

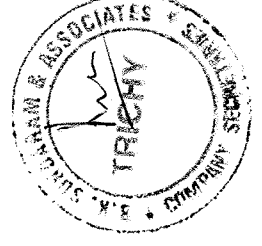
REPORT OF SCRUTINIZER

[pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rules 20(3)(xi) and 21 (1) (l) of the Companies (Management and Administration) Rules, 2014]

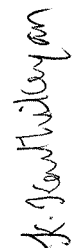

To
The Chairman
M/s. CITY UNION BANK LIMITED
149, T.S.R. (BIG) STREET,
KUMBAKONAM – 612 001.

I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 & M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as a scrutinizer by M/s. CITY UNION BANK LIMITED, (CIN: L65110TN1904PLC001287) having its registered office at 149, T.S.R. (BIG) STREET, KUMBAKONAM – 612 001 for the purpose of scrutinizing the process of e-voting and voting by use of ballot at the meeting (Voting at AGM) in a fair and transparent manner and ascertaining the votes cast FOR and AGAINST through e-voting and voting by use of ballot at the meeting (Voting at AGM), as per Section 108 and 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, I submit my report as under:-

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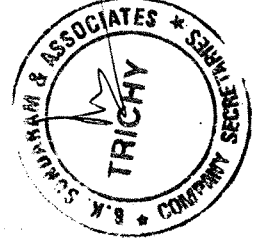
1. The e-voting period remained open from 19th August, 2017 (9.00 am) to 22nd August, 2017 (05.00 pm) through e-voting services provided by Karvy Computershare Private Limited (**Karvy**).
2. There were no votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 23rd August, 2017.
3. The e-votes were unblocked through the menu provided in the KARVY website on 23rd August, 2017 after the conclusion of the AGM in the presence of two witnesses viz Mr.K.KARTHIKEYAN and Mr.E. SRINIVASAN who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

 (K.KARTHIKEYAN)	 (.E. SRINIVASAN)
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4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted electronically were downloaded from the e-voting website of KARVY (<https://evoting.karvy.com>). The valid e-votes cast 'For' and 'Against' were taken in to consideration while preparing the result of e-voting.

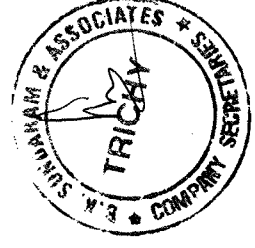


5. Based on the e-votes cast 'FOR' and 'AGAINST', I furnish hereunder the result of e-voting:-

Sl. No.	Particulars of the Business		Voted for			Voted against		
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
	ORDINARY BUSINESS							
1	Agenda item No.1:- Adoption of Financial Statements for the F.Y. ended 31-03-2017	E-voting	282	306684819	99.99	1	11	0.01
2	Agenda item No.2:- Declaration of Dividend for the F.Y.2016-17	E-voting	282	306684819	100	0	0	0
3	Agenda item No.3:- Re-appointment of Justice (Retd.) S. R. Singharavelu, Director (DIN: 03022233) retiring by rotation	E-voting	276	306614966	99.98	6	69853	0.02
4	Agenda item No.4:- Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Central Auditors for F.Y.2017-18	E-voting	281	306684619	99.99	2	211	0.01



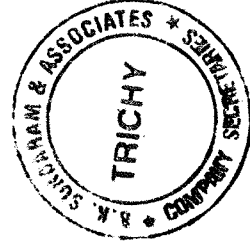
	SPECIAL BUSINESS		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
5	Agenda item No.5:- Approval of appointment of Branch Auditors and to fix their remuneration	E-voting	280	306684509	99.99	3	321	0.01
6	Agenda item No.6:- Re-appointment of Dr. N. Kamakodi (DIN: 02039618) as MD & CEO of the Bank	E-voting	281	306670420	99.99	2	14410	0.01
7	Agenda item No.7:- Appointment of Shri Subramaniam Narayanan (DIN: 00166621) as Independent Director	E-voting	278	303418699	99.99	3	231	0.01
8	Agenda item No.8:- Appointment of Shri. R. Mohan (DIN: 06902614) as Independent Director	E-voting	283	300012174	99.34	11	2002341	0.66



	<u>SPECIAL BUSINESS</u>		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %
9	<u>Agenda item No.9:-</u> Profit related commission to Non-Executive Directors of the Bank for F.Y.2016-17	E-voting	272	306620050	99.98	11	64780	0.02
10	<u>Agenda item No.10:-</u> Approval for raising Capital through QIP Issue	E-voting	266	306662669	99.99	19	22161	0.01
11	<u>Agenda item No.11:-</u> Approval for grant of stock options to employees of the Bank under CUB ESOS Scheme 2017	E-voting	214	253446484	82.64	68	53238319	17.36

The downloaded e-voting records and other connected papers relating to e-voting shall remain in my safe custody until the Chairman considers this report of Scrutinizer and uploads / announces the result in their website (www.cityunionbank.com) and thereafter the same will be handed over to the GM & Company Secretary of the Company for safe keeping.

PLACE : Kumbakonam
DATE : 23-08-2017



FOR B.K. SUNDARAM & ASSOCIATES
COMPANY SECRETARIES

(B.KALYANASUNDARAM)
COMPANY SECRETARY
ACS NO. A672. CP. NO. 2209