



CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

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

Phone: 0435 - 2432322 Fax: 0435 - 2431746

e-mail: shares@cityunionbank.com; website: www.cityunionbank.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE be and is hereby given that the Annual General Meeting of the members of **CITY UNION BANK LIMITED** will be held on Monday, the 24th day of August 2015, at 10:25 A.M, at "RAYA MAHAL", 45-46, GANDHIADIGAL SALAI, KUMBAKONAM - 612 001, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare Dividend for the financial year 2014-2015.
3. To re-elect Justice (Retd.) S.R. Singharavelu (DIN-03022233) as Non-Independent Non-Executive Director, liable to retire by rotation.
4. To consider and pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the Banking Regulation Act, 1949 and the approval of RBI vide its letter No. DBS.ARS.No.16103/08.13.005/2014-15 dated 18th June 2015, M/s. P. Chandrasekar, Chartered Accountants, Bangalore, be and is hereby appointed as the Statutory Central Auditors of the Bank from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank, on such remuneration as may be fixed by the Board of Directors, based on the recommendation of the Audit Committee of the Board".

SPECIAL BUSINESS

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

"RESOLVED THAT the Board of Directors of the Bank be and is hereby authorized to appoint, in consultation with Statutory Auditors, the Branch Auditors who are qualified to act as Auditors, including Statutory Auditors pursuant to Section 139, 143 (8) and other applicable provisions of the Companies Act, 2013 and the Rules made there under for the purpose of audit of the branches of the Bank and to decide the Branch Offices to be audited by such Branch Auditors and to fix their remuneration and reimbursement of out of pocket expenses incurred in connection with the Audit, based on the recommendation of the Audit Committee of the Board".

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Section 10A and other applicable provisions of the Banking Regulation Act 1949, Smt. CA. Abarna Bhaskar (DIN-06971635) be and is hereby appointed as an Independent Director on the Board of the Bank, not liable to retire by rotation, for a period of five (5) years".

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

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Bank, the Listing Agreements entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the provisions of the Foreign Exchange Management Act, 1999, applicable rules, regulations, guidelines or laws and / or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India, SEBI and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities") and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the "requisite approvals") which may be agreed to by the Board of Directors of the Bank (herein after called the "Board" which term shall be deemed to include any Committee which the Board may constitute or Board be and is hereby authorized, to offer, issue and allot, by way of Qualified Institutions Placement (QIP), to Qualified Institutional Buyers (QIB), in terms of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, whether or not such investors are existing members of the Bank, through one or more placements to raise an amount not exceeding ₹ 500 crore by issue of Equity shares of ₹ 1/- each at such price or prices, (whether at prevailing market prices or at permissible discount or premium to market prices in terms of applicable regulations) as the Board or the appointed Committee thereof may determine at its discretion in accordance with the relevant guidelines and where necessary in consultation with Lead Managers and / or Co-Managers and other Advisors.

RESOLVED FURTHER THAT the QIP issue shall be completed within 12 months from the date of this resolution. The Bank may in accordance with applicable law, also offer a discount of such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT the allotment to each / any Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 5% of the post issue paid-up capital of the Bank.

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Bank or the appointed Committee thereof decide to open the proposed issue as the case may be ("Relevant Date").

RESOLVED FURTHER THAT such of shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion thinks fit in accordance with the provisions of law.

RESOLVED FURTHER THAT the Equity shares so issued shall rank pari passu with the existing Equity shares of the Bank in all respects.

RESOLVED FURTHER THAT the Equity shares to be offered and allotted to the QIBs shall be in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity shares the Board or a Committee be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting,



marketing, listing and trading, to issue placement document(s) and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board or the Committee be and is hereby authorized to appoint the Lead Managers / Co-Managers / Advisors in the offerings of securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with Lead Managers / Co-Managers / Advisors and to seek the listing of such securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to apply for listing of the new Equity shares as may be issued with the BSE Limited and National Stock Exchange of India Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make necessary application(s) to the National Securities Depository Limited and / or Central Depository Services (India) Limited for admission of the above said Equity shares to be allotted on QIP basis.

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

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

Place : Chennai
Date : 22nd June 2015

V. Ramesh
Company Secretary & DGM

NOTES:**1. PROXY**

A member / beneficial owner entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself / herself and such a proxy need not be a member of the Bank. A person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Bank carrying voting rights. The proxies in order to be effective should be lodged with the registered office of the Bank not less than 48 hours before the commencement of the meeting.

2. EXPLANATORY STATEMENT

The relative explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the Special Business is annexed hereto.

3. In case of joint holding, only the first holder will be entitled to vote.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Bank a certified copy of the Board Resolution authorizing their representative to attend the Meeting on their behalf.

5. BOOK CLOSURE

The Register of Members and Share Transfer Books of the Bank will remain closed from 19th August 2015 to 24th August 2015 (both days inclusive).

6. DIVIDEND ENTITLEMENT

Dividend, when approved, will be paid to such members whose names appear in the Register of Members of the Bank as on 18th August 2015.

In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as on 18th August 2015 as per details furnished by the Depositories for this purpose.

7. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the Bank on all working days between 10:00 a.m. to 12:00 noon up to the date of AGM. This Notice and the Annual Report will also be available for download on the Bank's website www.cityunionbank.com.

8. MULTIPLE FOLIOS

If any shareholder is holding more than one folio for the same set of names, the shareholders concerned may please write to the Registrar & Share Transfer Agents of the Bank M/s Karvy Computershare Private Limited, Hyderabad, so that their holdings can be consolidated into one folio. This would help the shareholders concerned to effectively monitor their holdings and also the Dividend receivable. The shareholders will also save on expenses for dematerialization.

9. DEMATERIALISATION OF SHARES

The shares of the Bank have been traded compulsorily in Dematerialized form with effect from 25th June 2001 in the Stock Exchanges. The shareholders who have not so far dematerialized their shares are requested to do so in their own interest having regard to the safety and benefits attached thereto.

10. UNCLAIMED DIVIDENDS

All the shareholders and Beneficial Owners who have not so far en-cashed / claimed the dividends for the last 7 years i.e. from 2007-08 to 2013-14, have to submit the dividend warrant(s) if any available with them for revalidation to the Company Secretary, City Union Bank Limited, "NARAYANA", Administrative Office, No.24-B, Gandhi Nagar, Kumbakonam - 612 001.

11. In terms of the provisions of the Companies Act, 2013, the dividends which are unclaimed for a period of seven years have to be transferred to "Investor Education and Protection Fund" maintained with Central Government and the shareholders / beneficial owners can not make any claim for the dividends once the unclaimed dividends are transferred to such Fund.
12. Members holding shares in electronic form may note that Bank particulars registered against their respective depository accounts will be used by the Bank for payment of dividend. The Bank or its Registrar & Share Transfer Agents, M/s Karvy Computershare Private Limited, cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s Karvy Computershare Private Ltd.
14. Members who have not registered their e-mail address so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Bank electronically.
15. In terms of Section 108 of the Companies Act, 2013, read with the Rules made there under and Clause 35B of the Listing Agreement, the Bank is providing remote e-voting facility to its members holding shares in physical / demat mode, as on the cut-off date, being 18th August 2015, to exercise their right to vote by electronic means on all business items specified in the accompanying notice. The Remote e-voting commences on 21st August 2015 (9:00 a.m.), and closes on 23rd August 2015 (5:00 p.m.). The detailed procedure is explained hereinafter.
16. In terms of Clause 35B of the Listing Agreement, the members who do not have access to remote e-voting facility, may convey their assent or dissent in writing in respect of the resolutions as set out in this Notice, by using the enclosed Ballot form sent along with this Notice. A member desiring to exercise his / her vote shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage Business Reply Envelope. Postage charges shall be borne and paid by the Bank. Please note that the pre-paid postage Business Reply Envelope should reach the Scrutinizer before the close of business hours on 20th August 2015.
17. The Board of Directors of the Bank has appointed M/s B.K. Sundaram & Associates, Practising Company Secretaries, as Scrutinizer to scrutinize the voting process in a fair and transparent manner.
18. In support of the "Green Initiative" announced by the Government of India, electronic copies of the Annual Report and Notice along with Attendance Slip and Proxy Form are being sent by e-mail to those shareholders whose e-mail address have been registered with Karvy / their Depository Participants (DP's) unless the member has requested for a hard copy of the same.
19. Information pursuant to Clause 49 VIII E of the listing agreement in respect of the Directors seeking appointment / reappointment is provided under the Corporate Governance Report.

EXPLANATORY STATEMENT (Pursuant to Section 102(1) of the Companies Act, 2013)**Item No.5**

In terms of the provisions of Companies Act, 2013 and the Rules, if any, made there under, the Branch Offices of the Bank have to be audited either by Statutory Auditors or other qualified Auditors. Bank intends to entrust the Audit of Branch Offices either to the Statutory Auditors or to other qualified Auditors in consultation with Statutory Auditors on such remuneration and on such terms and conditions as the Board deems fit based on the recommendations of the Audit Committee of the Board.

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

Item No.6

In terms of the provisions of Section 161 of the Companies Act, 2013 and Article 19 of the Articles of Association of the Bank, Smt. CA. Abarna Bhaskar (DIN 06971635) was co-opted as an Additional Director on the Board of the Bank in the Meeting of the Board held on 25th October 2014. She holds the office up to the date of this Annual General Meeting. The Bank has received a notice from a member signifying her candidature for the office of the Director of the Bank, as prescribed under the provisions of Section 160 of the Companies Act, 2013.

The appointment of Smt. CA. Abarna Bhaskar is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. The details of experience and her Directorships / Committee positions in other Companies is included in the Corporate Governance Report forming part of the Annual Report. She is holding 30,064 equity shares in the Bank.

Save and except Smt. CA. Abarna Bhaskar, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution.

Item No.7

The present Authorized Capital of the Bank is ₹ 100 crore and the Issued and Paid up Capital is ₹ 59.66 crore divided into 59,65,67,800 fully paid equity shares of ₹ 1/- each. The shareholders funds at the end of Financial Year 2015 stood at ₹ 2,695.52 crore.

It is in this context we bring to your notice that the Bank had been seeking shareholders approval with an enabling resolution to go for QIP issue every year since FY 2008-2009 till 2012-2013. Though we have received shareholders approval in earlier years, we utilized it only once during the year 2014-15. Similarly, we would like to seek the shareholders approval for QIP issue upto ₹ 500 crore. It will be used judiciously at appropriate time depending upon the need and opportunity available.

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

The proposed resolution is in the best interests of the Bank and hence the Directors recommend passing of the resolution under this item as a special resolution.

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

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

Place : Chennai
Date : 22nd June 2015

V. Ramesh
Company Secretary & DGM

PROCEDURE FOR REMOTE e-VOTING

1. In case a member receives an email from Karvy

- a. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
- b. Enter the login credentials (i.e. User-ID & Password).

User - ID	<p>For Shareholder(s) / Beneficial Owner(s) Holding Shares In Demat Form:-</p> <p>a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID</p> <p>b) For CDSL:- 16 Digits Beneficiary ID</p> <p>For Members holding shares in Physical Form:-</p> <p>a) Folio Number registered with the Bank</p>
Password	Your Unique password is printed on the AGM Attendance Slip / sent via e-mail forwarded through the electronic notice.
Captcha	Enter the verification code for security reasons i.e., please enter the alphabets and numbers in the exact way as they are displayed.

- c. After entering these details appropriately, click on "LOGIN".
- d. Password change menu will appear. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @ etc.). The system will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential and you need to login again with the new credentials.
- e. On successful login, system will prompt to select the 'Event' i.e., '**City Union Bank Limited**'.
- f. Now you are ready for e-voting as 'cast Vote' page opens.
- g. Cast your vote by selecting appropriate option and click on 'submit'. Click on 'ok' when prompted.
- h. Upon confirmation, the message 'vote cast successfully' will be displayed.
- i. Once you '**CONFIRM**' your vote on the resolution, you will not be allowed to modify your vote.
- j. Corporate / Institutional Members (Corporate / FIs / FII's / Trust / Mutual Funds / Banks, etc) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority Letter along with attested specimen signature of the duly Authorized Secretary(s) who are authorized to vote, to the Scrutinizer through e-mail to bksundaram@gmail.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login.
- k. The scanned image/pdf file of the Board Resolution should be in the naming format "**M/s City Union Bank Limited_EVENT No.**"

2. **In case of shareholders receiving physical copy of the notice of AGM and Attendance Slip**
 - a. Initial password is provided as per the format given below at the bottom of the Attendance slip for the Annual General Meeting:

EVEN (e-voting Event Number) USER ID, PASSWORD / PIN
 - b. Please follow all steps from Sl. No. a-k above, to cast the vote.
3. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
4. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
5. **Kindly note, the members can opt for only one mode of voting i.e., either through physical ballot or through remote e-voting.**
6. **Subject to the provisions of the Banking Regulation Act 1949, the voting rights shall be reckoned on the paid up value of the shares, registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 18th August 2015.**
7. **A person, whose name is recorded in the Register of members / beneficial owners maintained by the depositories as on the cut-off date 18th August 2015, shall be entitled to avail the facility of remote e-voting.**
8. Any person who becomes a member of the Bank after dispatch of the Notice of the meeting and holding shares as on the cut-off date may obtain the user ID and Password by sending a request at evoting@karvy.com
9. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of meeting i.e., 24th August 2015.
10. The scrutinizer, after scrutinizing the votes cast if any, at the meeting, shall unblock the votes cast through remote e-voting as per law and make a consolidated scrutinizers report of the total votes cast for or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
11. As per Clause 35A of the Listing Agreement, the results of the voting are to be submitted to the Stock exchanges within 48 hours of the conclusion of the AGM. The results declared along with the Scrutinizers Report shall be placed on the Bank's website www.cityunionbank.com.



CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

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

Phone: 0435 - 2432322 Fax: 0435 - 2431746

e-mail: shares@cityunionbank.com; website: www.cityunionbank.com

POSTAL BALLOT FORM (In lieu of remote e-voting)

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

I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the AGM Notice dated 22nd June 2015 of the Bank by conveying my/our assent or dissent to the said Resolution(s) by placing the tick mark (✓) at the appropriate box below.

Item No.	Description	Type of resolution (Ordinary / Special)	No. of Shares held	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Adoption of the Audited Balance Sheet and Profit & Loss Account for the financial year ended 31 st March 2015 and the Reports of Directors and Auditors thereon.	Ordinary			
2.	To declare Dividend for the financial year 2014-15.	Ordinary			
3.	To re-elect Justice (Retd.) S.R. Singharavelu (DIN-03022233) as Non-Independent Non-Executive Director, liable to retire by rotation.	Ordinary			
4.	Re-appointment of M/s P. Chandrasekar, Chartered Accountants, Bangalore as Statutory Central Auditors of the Bank.	Ordinary			
5.	Approval for appointment of Branch Auditors and to fix their remuneration.	Ordinary			
6.	Appointment of Smt. CA. Abarna Bhaskar (DIN-06971635), as Independent Non- Executive Director.	Ordinary			
7.	Approval for raising capital through QIP.	Special			

Place:

Date:

(Signature of Member)

Note: Kindly read the instructions printed overleaf before filling the form and the last date for receipt of this form is 20th August 2015.

**INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT**

1. **In terms of Clause 35B of the Listing Agreement, those members, who do not have access to remote e-voting facility provided by the Bank for the AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate e-voting provided under Section 108 of the Companies Act, 2013 at AGM of the Bank.**
2. A Member desiring to exercise his / her vote by Postal Ballot Form should complete this Postal Ballot form, sign and send in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer as per instruction 6 below at the address **Shri. B. Kalyanasundaram, Scrutinizer, M/s City Union Bank Ltd., Shares Department, Administrative Office, "NARAYANA", No.24B, Gandhi Nagar, Kumbakonam - 612001**. Postage will be borne and paid by the Bank. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of the Members will also be accepted.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Bank and the address at which the Postal Ballot Form is to be sent.
4. The Postal Ballot form should be completed and signed by the Members. In the case of joint share holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member (s). Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Bank.
5. **For the votes to be considered valid, the institutional shareholders (i.e., other than individuals, HUF, NRI, etc.,) are required to send certified copy of the relevant Authorization / Board Resolution along with Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.**
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. on Thursday, **20th August 2015**. Any Postal Ballot Form received after this time and date will be treated as if, the reply from the Member has not been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No.6 above.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, 24th July 2015, which is the Cut off date fixed for this purpose.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be only one Postal Ballot Form for every registered folio irrespective of the number of Joint Member(s).
11. A Member need not use all the votes nor does he need to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
14. The date of AGM will be the deemed date of passing resolution(s) through e-voting / Postal Ballot. **It may also be noted that, in terms of Section 114 of the Act, the Resolutions contained in the AGM Notice will be deemed to have been passed through the e-voting and Postal Ballot Form. The results shall be declared in terms of Rules 20 of the Companies (Management and Administration) Rules, 2014, as the case may be.**
15. The right of e-voting and Postal Ballot Form shall not be exercised by a Proxy.



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e-mail: shares@cityunionbank.com; website: www.cityunionbank.com

PROXY FORM (Form No. MGT-11)

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

CIN	L65110TN1904PLC001287
Name of the Company	CITY UNION BANK LIMITED
Registered Office	149, T.S.R (Big) Street, Kumbakonam - 612 001
Name of the member(s)	
Registered address	
e-mail ID	
Registered Folio No. / DP ID & Client ID.	

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

Sl.No.	Name	Address	e-mail ID	Signature	Failing him
1					
2					
3					

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the Annual General Meeting of the bank, to be held on the 24th day of August 2015 at 10:25 a.m. at "Raya Mahal", 45-46, Gandhi Adigal Salai, Kumbakonam - 612 001, and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution
1.	Adoption of the Audited Balance Sheet and Profit & Loss Account for the financial year ended 31 st March 2015 and the Reports of Directors and Auditors thereon.
2.	To declare Dividend for the financial year 2014-15.
3.	To re-elect Justice (Retd.) S.R. Singharavelu (DIN-03022233) as Non-Independent Non-Executive Director, liable to retire by rotation.
4.	Re-appointment of M/s P. Chandrasekar, Chartered Accountants, Bangalore as Statutory Central Auditors of the Bank.
5.	Approval for appointment of Branch Auditors and to fix their remuneration.
6.	Appointment of Smt. CA. Abarna Bhaskar (DIN-06971635), as Independent Non- Executive Director.
7.	Approval for raising capital through QIP.

Signed this day of 2015.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
₹ 1/-
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Administrative Office of the Bank addressed to The Company Secretary, CITY UNION BANK LIMITED, "NARAYANA", No.24 B, Gandhi Nagar, Kumbakonam-612 001, not less than 48 hours before the commencement of the Meeting (i.e. on or before 10:25 A.M. on Saturday, 22nd August, 2015). The proxy need not be a member of the Bank.

