

CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

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

Phone: 0435 - 2432322 e-mail: shares@cityunionbank.in

website: www.cityunionbank.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of **CITY UNION BANK LIMITED** will be held on **Wednesday, the 23rd day of August, 2023**, at **10:00 a.m.** The Annual General Meeting shall be held by the means of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March, 2023 and the Reports of Directors and Auditors thereon.
2. To declare dividend of 100% (i.e. ₹ 1/- per equity share on face value of Re.1/- each fully paid up) for the Financial Year 2022-23.
3. Re-appointment of **M/s. Jagannathan & Sarabeswaran**, Chartered Accountants, Chennai and **M/s. K. Gopal Rao & Co.**, Chartered Accountants, Chennai, as the Joint Statutory Central Auditors of the Bank for a third term for FY 2023-24.

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 from time to time and the approval of RBI vide its letter No. Ref CO.DOS.RPD.No. S2229/08.13.005/2023-24 dt. June 22, 2023, approval of the members be and is hereby accorded for the re-appointment of **M/s Jagannathan & Sarabeswaran**, Chartered Accountants, Chennai (**FRN : 001204S**) and **M/s. K. Gopal Rao & Co.**, Chartered Accountants, Chennai (**FRN : 000956S**) as the Joint Statutory Central Auditors of the Bank for a third term for FY 2023-24, from the conclusion of

this Annual General Meeting till the conclusion of the next Annual General Meeting of the Bank at an overall remuneration of **₹90,00,000/- (Rupees Ninety Lakhs only)** excluding applicable taxes 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 Audit, Tax Audit & LFAR and issuing such other certifications as prescribed or as may be prescribed by the Regulators, with power to the Board, who may with the recommendations of the Audit Committee thereof, alter and vary the terms and conditions of their appointment, remuneration etc., including by reason of necessity 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 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 2023-24 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. Re-appointment of Shri. V.N. Shivashankar, Director, (DIN:00929256), as an Independent Director on the Board for a second term

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 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act 2013 read with Rules made there under ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the SEBI Listing Regulations"), Section 10A(2A) and other relevant provisions of the Banking Regulations Act, 1949 ("Banking Act") (including any modifications or re-enactments thereof for the time being in force), Rules, Circulars, Guidelines issued by the Reserve Bank of India ("RBI") as applicable from time to time, provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination Committee and the Board of Directors of the Bank, approval of the members be and is hereby accorded for the re-appointment of **Shri V.N. Shivashankar (DIN 00929256)**, as an Independent Director on the Board of the Bank for a second term for the remaining period upto February 6, 2026 as permitted under Banking Regulation Act 1949 and being an Independent Director, he will not be liable to retire by rotation."

6. Re-appointment of Dr. T.S. Sridhar, Director (DIN 01681108), as an Independent Director on the Board for a second term

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 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act 2013 read with Rules made there under ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the SEBI Listing Regulations"), Section 10A(2A) and other relevant provisions of the

Banking Regulations Act, 1949 ("Banking Act") (including any modifications or re-enactments thereof for the time being in force), Rules, Circulars, Guidelines issued by the Reserve Bank of India ("RBI") as applicable from time to time, provisions of Articles of Association of the Bank and pursuant to the recommendation of the Nomination Committee and the Board of Directors of the Bank, approval of the members be and is hereby accorded for the re-appointment of **Dr. T.S. Sridhar (DIN 01681108)**, as an Independent Director on the Board of the Bank for a second term for the remaining period upto February 6, 2026 as permitted under Banking Regulation Act 1949 and being an Independent Director, he will not be liable to retire by rotation."

7. Amendment of Articles of Association of the Bank

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under, the applicable provisions of the Banking Regulation Act, 1949 and the Rules, Circulars and Guidelines issued by Reserve Bank of India from time to time including any statutory modification(s) or re-enactment(s) thereof for the time being in force, approval of the Members be and is hereby accorded for alteration of Articles of Association (AOA) of the Bank as explained in the explanatory statement annexed, to align the provisions of Articles with the extant regulatory provisions and business requirements."

"RESOLVED FURTHER THAT Company Secretary of the Bank be and is hereby authorized to carry out necessary alterations, modifications or amendments in the proposed altered Articles of Association as may be suggested / directed by the Registrar of Companies, Chennai and / or such other authorities under the provisions of the Companies Act, 2013, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters, including, as may be considered necessary, proper or expedient in order to give effect to the above resolution."

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

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

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Bank, the SEBI Listing Regulations, 2015 and subject to the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, the provisions of the Foreign Exchange Management Act, 1999, applicable rules, regulations, guidelines or laws and / or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India, SEBI and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the “appropriate authorities”) and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as the “requisite approvals”) which may be agreed to by the Board of Directors of the Bank (herein after called the “Board”) which term shall be deemed to include any Committee which the Board may constitute and 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 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 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 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 / Authorised representative of the Bank to give effect to the aforesaid resolution(s).”

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

Date : June 26, 2023
Place : Chennai

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

NOTES:

1. The Ministry of Corporate Affairs vide its circulars dated 28th December, 2022, 5th May, 2022 read with earlier circulars dated 13th January 2021, 13th April, 2020 and 8th April, 2020, (“collectively referred to as MCA circulars”) directed the companies / issued clarifications / extended relaxations, to hold the Annual General Meetings through video conferencing (“VC”) / Other Audio Visual Means (“OAVM”) and accordingly the **Annual General Meeting of the Bank will be held through VC / OAVM only. The physical attendance of members at the AGM venue has been dispensed** and attendance slips are not issued to the shareholders. Also, since AGM will be held through VC / OAVM, the route map is not annexed to this notice.
2. In compliance with the MCA circulars dated 28th December, 2022, 5th May, 2022 and SEBI circular dated 13th May, 2022 on extended relaxations with regard to conduct of AGMs, the Notice of this AGM along with the Annual Report for FY 2022-23 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 Annual Report together with Notice shall be available in the website of the Bank and stock exchanges viz. www.cityunionbank.com www.nseindia.com www.bseindia.com The shareholders who have not registered their e-mail id may like to obtain the Annual Report and Notice in the manner mentioned in the below paras.

Attending e-AGM & Remote e-Voting: Members will be provided with a facility to attend the e-AGM 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, the Bank is providing remote e-voting facility to its members holding shares in physical / de-mat 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 EGM / 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 authorised representatives to attend the EGM / AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The e-mail may be sent directly to the scrutinizer at scrutinizer@cityunionbank.in with a copy marked to RTA at corpserv@integratedindia.in
8. **EXPLANATORY STATEMENT**
The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the relevant Ordinary Business and for all the Special Business is annexed hereto.
9. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the Bank on all working days between 10:00 a.m. to 12:00 noon up to the date of AGM. However, members seeking to inspect are requested to drop an e-mail to shares@cityunionbank.in
10. **DIVIDEND ENTITLEMENT**
The Board of Directors at its meeting held on May 26, 2023 has recommended a dividend of Re.1/- per equity share of face value of Re.1/- each @ 100% for the financial year 2022-23, subject to approval of members at the ensuing AGM. The **Record date** to determine eligibility of members for payment of dividend is **Friday, August 11, 2023**. Dividend will be paid within the statutory time lines from the conclusion of the AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account

details, dividend warrants will be sent to their registered addresses. In terms of the provisions of the Income-tax Act, 1961, ("IT Act") and Finance Act, 2020 as amended thereof, the Bank is required to deduct tax at source from dividend paid to members, at the rates prescribed under the Finance Act, 2020 and the amendments thereof. The tax rates would vary depending on the residential status of the member and the exemptions as enumerated in the IT Act subject to fulfilling the documentary requirements, such as submission / non-submission of PAN, Form 15G/15H as applicable. Accordingly, members are requested to submit pre - requisite forms to the Bank / RTA by e-mail to shares@cityunionbank.in or corpserv@integratedindia.in on before **Thursday, August 10, 2023**.

Dividend, on 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 have been traded compulsorily in dematerialized form with effect from 25th June 25, 2001 in the Stock Exchanges viz., "The National Stock Exchange of India Limited" & "BSE Limited". The shareholders who have not so far dematerialized their shares are requested to do so in their own interest having regard to the safety and benefits attached thereto. As per SEBI circular all share transfers shall only take place in demat mode w.e.f 01st April, 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_RTAMB/ P / CIR / 2022 / 8 dated 25.01.2022 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.

The securities holder/claimant shall submit duly filled up Form ISR-4 (available in the website of the Bank / RTA) to the RTA in respect of any of above mentioned claims and the RTA shall process the same by way of issuing Letter of Confirmation. Within 120 days of the issue of the letter, the securities holder/claimant shall submit the demat

request, along with the letter or copy of e-mail to the Depository Participant. In case of non-receipt of demat request from the securities holder/claimant within 120 days of the date of Letter of Confirmation, the shares will be credited to Escrow Demat Account of the Bank by RTA.

12. UNCLAIMED DIVIDENDS / SHARE TRANSFERRED TO IEPF AUTHORITY

In terms of the relevant provisions of Section 124 and 125 of the Companies Act, 2013 and the relevant Rules of 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 2014-15 and 2015-16 (Interim) has been transferred to IEPF authority.

The unclaimed dividend and also the underlying shares for FY 2015-16 (Final) will be transferred to IEPF authority pursuant to aforesaid provisions, in the current financial year. 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, City Union Bank Limited, "NARAYANA", Administrative Office, No. 24-B, Gandhi Nagar, Kumbakonam - 612 001.

13. The shareholders holding securities in physical form are requested to update their Bank mandate by way of submitting duly signed copy of PAN card along with cancelled cheque leaf with the Bank / RTA along with form ISR-2 for receiving the corporate benefits by way of electronic credit to their respective Bank account in time. Members holding shares in electronic form are requested to update their Bank account details with their respective Depository participant.
14. 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.
15. Electronic copy of the Annual Report and Notice for FY 2022-23, 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 2022-23 is available on the Bank's website www.cityunionbank.com for download.
 16. **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 / de-mat 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).
 17. The **"cut-off date"** for the **"Remote e-Voting"** is **Wednesday, August 16, 2023**. The instructions for e-voting is appended to this notice. The **Remote e-voting will commence on August 19, 2023 (9:00 a.m.)**, and **close on August 22, 2023 (5:00 p.m)**. Consequently, as per the applicable statutory provisions, voting by show of hands will not be available to the shareholders at the AGM.
 18. 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.
 19. The Board of Directors of the Bank has appointed M/s B.K. Sundaram & Associates, Practising Company Secretaries, Tiruchirapalli, as Scrutinizer to scrutinize and report the voting process in a fair and transparent manner.
 20. **Update your KYC** : Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dt.16.03.023, the shareholders holding shares in Physical / Demat mode or required to update their KYC details with the Bank / RTA or with their respective Depository Participant (DP) by submitting –
 - a) ID Proof : Self Attested copy of PAN Card
 - b) Address Proof : Self Attested copy of Passport / Aadhar Card / Bank Pass Book / Voter Card / Driving License

EXPLANATORY STATEMENT

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

Item No. 3

EXPLANATORY STATEMENT FOR THIS ORDINARY BUSINESS ITEM IS NOT REQUIRED UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013. HOWEVER THE EXPLANATORY STATEMENT IS BEING GIVEN PURSUANT TO THE PROVISIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018

The Shareholders at the AGM held on August 18, 2022 had appointed **M/s Jagannathan & Sarabeswaran**, Chartered Accountants, Chennai (**FRN 001204S**) and **M/s K. Gopal Rao & Co.**, Chartered Accountants, Chennai

(FRN 000956S) as the Joint Statutory Central Auditors of the Bank for a second term for FY 2022-23 to hold the office until the conclusion of the ensuing Annual General Meeting of the Bank ('AGM').

Further, in response to the application made by the Bank, the RBI vide its letter No.Ref CO.DOS.RPD.No. S2229/08.13.005/2023-24 dt. June 22, 2023 has accorded its approval for re-appointment of **M/s Jagannathan & Sarabeswaran**, Chartered Accountants, Chennai (**FRN 001204S**) and **M/s K. Gopal Rao & Co.**, Chartered Accountants, Chennai (**FRN 000956S**) as the Joint Statutory Central Auditors of the Bank for a **third term for FY 2023-24**.

Profile of SCAs / Credentials:

<p>M/s Jagannathan & Sarabeswaran, Chartered Accountants, Chennai (FRN 001204S)</p>	<p>M/s Jagannathan & Sarabeswaran, Chartered Accountants was established in the year 1969 at Chennai. The firm consists of 5 (five) full time partners and 20 professional staffs and has over 54 years of rich experience in diverse sectors viz., Banking, Information Technology, Tourism & Hotels, Hospital, Engineering, Manufacturing etc. The head office is located at Alwarpet, Chennai. The firm also specializes in Tax Audit, Tax Representation and Tax Advisory services. With special reference to professional services in the field of Banking, Finance and Insurance, the firm offers Central Statutory Audit Services, branch audits, concurrent audits to various Public and Private sector Banks and also Statutory Central Audit to Foreign Bank. Besides providing above services, they are also specialized in performing credit audits. To mention, they have provided Concurrent Audit to the Reserve Bank of India during the period 2005 to 2008. They have also handled due diligence, project consultancy and financial advisory services.</p>
<p>M/s K. Gopal Rao & Co., Chartered Accountants, Chennai (FRN 000956S)</p>	<p>M/s K. Gopal Rao & Co., Chartered Accountants was established in the year 1978. The firm consists of 13 (Thirteen) full time partners and 48 professional staffs. The firm is headquartered at Chennai with branch offices at Madurai, Coimbatore, Trichy, Tiruvallur, Bangalore, Hyderabad and Mumbai. The firm offers Audit and Assurance, Tax advisory and consulting services to various sectors. With special reference to professional services in the field of Banking, the firm has experience of Central Statutory Audit, Branch Statutory Audits, Concurrent audits, Risk Based Internal Audit, IS Audits, Special Audits including ASM, Integrated Treasury and Due Diligence process to various public and private sector banks. As part of Tax advisory services, the firm has experience on International Taxation, Transfer Pricing, Business Tax Advisory, Taxation for Non Profit Organizations and Indirect Taxation. The firm also has Partners specialised in IND AS, System and Security Audit and advisory, FEMA and FCRA Consultancy, Valuation and IP. The firm is also a registered Public Accounting firm with the Comptroller and Auditor General (C&AG) of India, New Delhi. It has diversified clientele with National and International operations. Firm also has experience in Internal Audit for various sectors.</p>

NOTICE

M/s Jagannathan & Sarabeswaran, Chartered Accountants, Chennai (FRN 001204S) and M/s K. Gopal Rao & Co., Chartered Accountants, Chennai (FRN 000956S) were initially appointed by the Shareholders in the Annual General Meeting held on 19th August, 2021 as the Joint Statutory Central Auditors of the Bank on a first term for FY 2021-2022 and subsequently re-appointed for a second term by the Shareholders in the Annual General Meeting held on 18th August, 2022 at a total remuneration ₹ 70,00,000/- plus out of pocket expenses but excluding applicable taxes payable. As per the approval received, the Bank has paid a total remuneration of ₹ 70 Lakhs to the Joint Statutory Central Auditors as mutually agreed by the Bank and such Joint Statutory Central Auditors along with such out of pocket expenses as was incurred during the course of the audit work entrusted for FY 2022-23(excluding an amount of ₹ 14.21 Lakhs towards statutory branch audit and out of pocket expenses). Now, the Bank, as recommended / approved by the Audit Committee of the Board and the Board of Directors respectively and as per the approval received from Reserve Bank of India vide letter dated June 22, 2023, has placed before the shareholders for approval for re-appointment of the said Firms as the Joint Statutory Central Auditors of the Bank for a third term for the FY 2023-24 at a total remuneration of ₹ 90,00,000/- (Rupees Ninety Lakhs only) plus out of pocket expenses but excluding applicable taxes payable. The total remuneration will be allocated between the two Firms depending upon their respective scope of work as may be mutually accepted. Further the above remuneration may vary depending upon the number of branches taken up by them for audit for the financial year 2023-24 and also on account of any other special assignments to be handled by them as per the requirement of regulators / statutory authorities.

Further, considering their past profile, expertise, knowledge and rich experience in the audit field besides the good work carried out by the Firms during their first and second terms with the Bank, in the opinion of the Board, the proposed Auditors are eligible for re-appointment as the Joint Statutory Central Auditors of the Bank and fulfill all the conditions specified in relevant provisions of the Companies Act, 2013, the guidelines issued by the Reserve Bank of India for appointment of Statutory Auditors of Private Sector Banks and the Banking Regulation Act, 1949. The proposed Auditors are independent of the Management of the Bank. Hence, the Board recommends to shareholders the re-appointment of **M/s Jagannathan & Sarabeswaran**, Chartered Accountants, Chennai (FRN 001204S) and **M/s K. Gopal**

Rao & Co., Chartered Accountants, Chennai (FRN 000956S) for a third term for FY 2023-24 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 the Notice for 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 the Notice for approval by members by passing ordinary resolution.

Item No. 5 & 6

In accordance with the provisions of Section 149 (10) of the Companies Act, 2013, an Independent Director can hold office for a maximum term of upto five (5) consecutive years on the Board of the company and shall be eligible for re-appointment for another term of five years subject to passing of Special Resolution by the members and disclosure of such appointment on Board's Report. Further, in respect of Banking Companies, the provisions of Section 10 A (2) of the Banking Regulation Act, 1949 ('Banking Act') specifies that the overall tenure of non-executive Directors should not exceed a period of eight (8) consecutive years.

Shri. V.N. Shivashankar (DIN 00929256) and Dr. T.S. Sridhar (DIN 01681108) are currently Independent Directors on the Board of the Bank and their appointment as Independent Directors were approved by the shareholders in their meeting held on September 01, 2018 for a term of five years.

Pursuant to the recommendations of the Nomination Committee of the Bank, the Board of Directors of the Bank at its meeting held on June 26, 2023 had considered and approved the proposal to re-appoint Shri. V.N. Shivashankar and Dr. T.S. Sridhar as Independent Directors for a second term. As per the provisions of the Companies Act, 2013 they are eligible for re-appointment for a further term of 5 years but being a Banking entity the maximum permissible tenure of a Director is 8 years from the date of initial appointment i.e from the date of appointment as an Additional Director. Accordingly in compliance with the provisions of Banking Regulation Act, 1949, the approval of members is sought for the re-appointment of **Shri. V.N. Shivashankar and Dr. T.S. Sridhar, Directors** for their remaining period on the Board of the Bank upto February 6, 2026.

The re-appointment of Shri. V.N. Shivashankar and Dr. T.S. Sridhar is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. They are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors for their second term. The Bank has also received a declaration from them that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations, 2015. In the opinion of the Board, they fulfill the conditions as specified in the Companies

Act, 2013, Banking Regulation Act, 1949 and SEBI Listing Regulations, 2015 for such re-appointment and should continue their term to complete the balance tenure under the Banking Act as Independent Directors. Shri. V.N. Shivashankar & Dr. T.S. Sridhar are Independent of the management and they possess appropriate skills, experience and knowledge to effectively represent the Board of the Bank. Further, in terms of Section 149 (13), being Independent Directors, they shall not retire by rotation.

Further, the Board of Directors at its meeting held on June 26, 2023, took into account the outcome of their performance evaluation for FY 2022-23 made earlier by it and placed on record the overall involvement and performance of the Directors to be satisfactory.

Save and except Shri V.N. Shivashankar and Dr. T.S. Sridhar and the shareholders who are their relatives, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in the agenda item.

The Board in terms of Regulation 25 (2A) of SEBI Listing Regulations, 2015, recommends the re-appointment of Shri V.N. Shivashankar and Dr. T.S. Sridhar as Independent Directors on the Board of the Bank not liable to retire by rotation as set out at Item No.5 & 6 of the Notice for approval by Members as Special Resolutions.

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

Name of the Director	V.N. Shivashankar
Father's Name	Shri. Vellur Ramachandra Iyer Narayanan
Date of Birth / Age	February 11, 1970 / 53 years
Qualification	B.Com, B.L., ACS, AICWA
Brief resume including experience	Shri. Shivashankar, B.Com, ACS., AICWA and BL, aged 53 years, is a qualified lawyer, Company Secretary and Cost & Management Account with over 30 years of rich experience in the Indian corporate sector. He is also the founder of M/s. VNS Legal, corporate law firm based in Chennai, which focuses on legal advisory services on capital market regulations, takeover offers, compliance issues, corporate litigation etc. Shri. Shiva Shankar has an in depth understanding of Corporate Laws, Mergers, Capital Markets and allied subjects. Shri. Shiva Shankar is a Member of the Executive Committee in Southern India Chamber of Commerce besides Directorship in other Public and Private Limited Companies. Shri. V. N. Shivashankar is holding 7,26,122 equity shares in the Bank and is not related to any of the Directors of the Bank.
Nature of expertise in specific functional areas	Law, Accountancy, Risk Management and Capital Markets
Date of appointment in the Bank (in current term)	February 07, 2018
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board committees	Audit, Review of NPA & Suit Accounts, Fraud Monitoring & Follow up and CSR
Other outside Directorships held	Cameo Corporate Services Limited Zephyr Financial publishers Private Limited Proactive Solutech (India) Private Limited Medispan Limited Southern India Chamber of Commerce and Industry
Listed entities from which he has resigned in the past three years	Nil

NOTICE

Remuneration sought to be paid	The Director is not liable for any remuneration except sitting fee for attending Board and Committee meetings together with reimbursement of out of pocket expenses for attending the meetings and Profit Linked Commission for each financial year depending on the performance of the Bank & within the overall limit as approved by the Board subject to regulatory / statutory ceilings.
Remuneration last drawn	₹ 24,00,000/-
Number of Board meetings attended during the year	12 Board meetings were held during FY 2022-23 and all the meetings were duly attended by him.
Equity Shareholding as on June 26, 2023 including shareholding as a beneficial owner	7,26,122
Skills and capabilities required for the role and the manner in which he meets such requirements	Shri V. N. Shivashankar brings into the Board the skill sets of Law, Accountancy, Risk Management and Capital markets with over 30 years of rich experience in the Indian corporate sector having in depth understanding of Corporate Laws, Mergers, Capital Markets and allied subjects.

Name of the Director	Dr. T. S. Sridhar
Father's Name	Shri. Ramanujam Srinivasan
Date of Birth / Age	June 23, 1955 / 68 years
Qualification	M.A, Phd. I.A.S (Retd.)
Brief resume including experience	Dr. T.S. Sridhar, M.A., Ph.D, I.A.S (Retd.), aged 68 years, is a former Additional Chief Secretary / Commissioner of Revenue Administration possessing over 35 years of diverse experience in all levels of administration which includes planning and monitoring of schemes at the Secretariat level and also implementation of schemes at district level and co-ordination of Govt., programmes. He has intimate knowledge in the field of Rural Economy, MSME, Small Savings, Industry & Finance and Agriculture & Co-operatives sector. He has served as District Collector for 3 years. He has more than 10 years of experience in implementation of infrastructure projects in various fields viz., Atomic Energy, Management of Minor ports, Highways and Electricity Board. Dr. T.S. Sridhar was also the Ex-Officio member on various Boards viz., NABARD, Pandyan Grama Bank, TIDCO, TNEB, TPPL, MFL etc. In capacity of Addl. Chief Secretary / Commissioner of Revenue Administration, he functioned as State Relief Commissioner in charge of Disaster Management and Mitigation. He is not related to any of the Directors of the Bank.

NOTICE

Nature of expertise in specific functional areas	Agriculture & Rural Economy, SSI, Co-Operation, Human Resources and economics
Date of appointment in the Bank (in current term)	February 07, 2018
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board committees	Stakeholder, Compensation & Remuneration, Review of NPA & Suit Accounts, Customer Service, Fraud Monitoring and Follow up, CSR & Premises
Other outside Directorships held	Nil
Listed entities from which he has resigned in the past three years	Nil
Remuneration sought to be paid	The Director is not liable for any remuneration except sitting fee for attending Board and Committee meetings together with reimbursement of out of pocket expenses for attending the meetings and Profit Linked Commission for each financial year depending on the performance of the Bank & within the overall limit as approved by the Board.
Remuneration last drawn	₹ 23,50,000/-
Number of Board meetings attended during the year	12 Board meetings were held during FY 2022-23 and all the meetings were duly attended by him.
Equity Shareholding as on 31 st March 2023 including shareholding as a beneficial owner	210
Skills and capabilities required for the role and the manner in which he meets such requirements	Dr.T.S. Sridhar with his long term association in Public Service brings into the Board the skill sets of Administration, Agriculture and Rural economy.

Item No.7

Considering the need to have a provision for the appointment of Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated by the

Board of the Bank, in the Articles of Association of the Bank, the Board of Directors of the Bank has approved the following amendments / alterations in Articles of Association subject to approval of shareholders:

Clause No.	Existing Clause	Proposed Amendment	Clause after Amendment
Nil	Nil	Insert sub clause 26(a)(iii)	<u>Clause 26(a)(iii)</u> : Subject to the provisions of the Articles, the Companies Act, 2013, Banking Regulation Act, 1949, relevant guidelines, if any, issued by the Reserve Bank of India and subject to the approvals as may be necessitated, the Board of Directors is empowered to appoint / re-appoint one or more Directors in the designation of Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated by the Board of the Bank, apart from the Managing Director within the maximum permissible limit stipulated under relevant Statutory Laws. Such Director shall be in the Whole Time employment of the Bank and shall assist the Managing Director & CEO in the management of the company affairs on such terms and conditions as may be decided by the Board.
26 (b)	A Chairman appointed on a whole time basis or the Managing Director as the case may be, shall not, while he continues to hold the office, be subject to retirement by rotation.	Delete the words "as the case may be" after the word Managing Director and Insert the words	A Chairman appointed on a whole-time basis or the Managing Director or Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of



		<p>“or Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank” after the word Managing Director.</p>	<p>Whole-time Director by whatever name as may be designated and approved by the Board of the Bank, shall not, while he continues to hold the office, be subject to retirement by rotation.</p>
<p>26 (c)</p>	<p>A Chairman appointed on a whole time basis or a Managing Director may, by writing under his hand addressed to the Company, resign his office.</p>	<p>Insert the words “or Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank” after the word Managing Director.</p>	<p>A Chairman appointed on a whole time basis or a Managing Director or Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank, may by writing under his hand addressed to the Company, resign his office.</p>

<p>26 (d)</p>	<p>A Chairman appointed on a whole time basis or the Managing Director whose term of Office has come to an end, either by reason of his resignation or by reason of expiry of his office, shall subject to the approval of Reserve Bank, continue in Office until his successor assumes Office.</p>	<p>Insert the words “or Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank” after the word Managing Director.</p>	<p>A Chairman appointed on a whole time basis or the Managing Director or Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank, whose term of Office has come to an end, either by reason of his resignation or by reason of expiry of his office, shall subject to the approval of Reserve Bank, continue in Office until his successor assumes Office.</p>
<p>26 (e)</p>	<p>A Chairman appointed on a whole-time basis or the Managing Director as the case may be, shall draw such remuneration and be entitled to such allowances as may be determined by the Board in accordance with the provisions of the Acts provided that the Chairman/Managing Director shall exercise his powers subject to the superintendence, control and direction of the Board of Directors.</p>	<p>Insert the words “or Executive Director/ Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank,” after the word Managing Director.</p>	<p>A Chairman appointed on a whole-time basis or the Managing Director or Executive Director Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank, as the case may be, shall draw such remuneration and be entitled to such allowances as may be determined by the Board in accordance with the provisions of the Acts and approval of RBI provided that the Chairman/Managing Director shall exercise his powers subject to the superintendence, control and direction of the Board of Directors.</p>

		Insert the words “and approval of RBI” after the word Acts.	
26 (f)	A Chairman appointed on a whole-time basis or a Managing Director and a Director appointed by the Reserve Bank of India under Section 10-A of the Banking Act shall not be required to hold qualification shares.	Insert the words “or Executive Director / Whole Time Director/ D e p u t y M a n a g i n g D i r e c t o r / J o i n t M a n a g i n g D i r e c t o r or any other Director in c a p a c i t y o f W h o l e - t i m e D i r e c t o r by whatever name a s m a y b e designated and approved by the Board of the Bank” after the word Managing Director.	A Chairman appointed on a whole-time basis or a Managing Director or Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank and a Director appointed by the Reserve Bank of India under Section 10-A of the Banking Act shall not be required to hold qualification shares.
26 (l)	The Chairman, Managing Director and such other Officers or employees of the Company as the Board may authorise from time to time by resolution in this behalf; to such extent and subject to such limitations, if any, as the Board may specify or impose in so authorising, are hereby severally empowered, for and on behalf of the company to sign all documents, instruments, accounts, receipts, letters and advices, connected with the current or authorised business of the Company including powers to engage Advocates / Representatives and, in particular, and without prejudice to the generality of the foregoing powers, to endorse and transfer promissory notes, stock receipts, stock debentures, shares, securities and documents of title to	Insert the words “or Executive Director / Whole Time Director / Deputy Managing Director / Joint M a n a g i n g D i r e c t o r or any other Director in c a p a c i t y o f W h o l e - t i m e D i r e c t o r by whatever name a s m a y b e designated and approved by the Board of the Bank,” after the word Managing Director.	The Chairman, Managing Director or Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank and such other Officers or employees of the Company as the Board may authorise from time to time by resolution in this behalf; to such extent and subject to such limitations, if any, as the Board may specify or impose in so authorising, are hereby severally empowered, for and on behalf of the company to sign all documents, instruments,

	<p>goods, standing in the name or held by or on behalf of the Company or in the absence of any agreement to the contrary, standing in the name or held by or on behalf of any person, firm, company or corporation for or on behalf of such person, firm, company or corporation, the Company has been substituted with attorney, to draw, accept and endorse bills of exchange and cheques, to issue, confirm and transfer letters of credit and to sign guarantees and indemnities.</p>		<p>accounts, receipts, letters and advices, connected with the current or authorised business of the Company including powers to engage Advocates / Representatives and, in particular, and without prejudice to the generality of the foregoing powers, to endorse and transfer promissory notes, stock receipts, stock debentures, shares, securities and documents of title to goods, standing in the name or held by or on behalf of the Company or in the absence of any agreement to the contrary, standing in the name or held by or on behalf of any person, firm, company or corporation for or on behalf of such person, firm, company or corporation, the Company has been substituted with attorney, to draw, accept and endorse bills of exchange and cheques, to issue, confirm and transfer letters of credit and to sign guarantees and indemnities.</p>
<p>26 (m)</p>	<p>The complaints, written statements, petitions and applications may be signed and verified, affidavits may be sworn in or affirmed, bonds may be signed and delivered, and generally all other documents connected with legal proceedings; or any other proceedings before any authorities, whether contentious or non-contentious may be made and completed on behalf of the Company by the Chairman or by the Managing Director or by any Officer, or employee empowered by or under the above article to sign documents for and on behalf of the Company.</p>	<p>Insert the words “or Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the</p>	<p>The complaints, written statements, petitions and applications may be signed and verified, affidavits may be sworn in or affirmed, bonds may be signed and delivered, and generally all other documents connected with legal proceedings; or any other proceedings before any authorities, whether contentious or non-contentious may be made and completed on behalf of the Company by the Chairman or by the Managing Director or Executive Director / Whole Time Director / Deputy Managing Director / Joint Managing Director</p>



		Board of the Bank,” after the word Managing Director.	or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank or by any Officer, or employee empowered by or under the above article to sign documents for and on behalf of the Company.
26(g) (ii)	the management of the whole of the affairs of the Company shall be entrusted to a Managing Director who shall exercise his powers, subject to the superintendence, control and direction of the Board of Directors.	Insert the words “or in his absence to an Executive or Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank” after the words Managing Director.	the management of the whole of the affairs of the Company shall be entrusted to a Managing Director or in his absence to an Executive Director/ Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank, who shall exercise his powers, subject to the superintendence, control and direction of the Board of Directors.
26 (i)	The Board may by resolution vest in such Managing Director such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine.	Insert the words “or in his absence to an Executive or Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank” after the words Managing Director.	The Board may by resolution vest in such Managing Director or in his absence to an Executive or Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank, such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine.

26 (k)	The Executive Chairman/Managing Director shall be in-charge of all the properties and records of the Company and be responsible for the proper conduct of the affairs and business of the Company.	Insert the words “or in his absence to an Executive or Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank” after the words Managing Director	The Executive Chairman/Managing Director or in his absence to an Executive or Whole Time Director / Deputy Managing Director / Joint Managing Director or any other Director in capacity of Whole-time Director by whatever name as may be designated and approved by the Board of the Bank, shall be in-charge of all the properties and records of the Company and be responsible for the proper conduct of the affairs and business of the Company.
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Item No.8

The present Authorized Capital of the Bank is ₹ 100 crores and the Issued and Paid up Capital is ₹ 74.04 crores divided into 74,04,16,385 fully paid equity shares of ₹ 1/- each. The net worth of the Bank at the end of Financial Year 2022-23 stood at ₹ 7,420.92 crores. As per statutory guidelines, the special resolution has a validity period of 365 days and that if this agenda is approved by the members by way of a special resolution, practically the Bank can raise funds through QIP at shorter notice as a matter of operational convenience. It is in this context, the Bank has been seeking shareholders approval with an enabling resolution to go for QIP issue almost every year.

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 proposed resolution is in the best interests of the Bank and hence the Directors recommend passing of resolution set out under Item No.8 as a Special Resolution.

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

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

Date : June 26, 2023
Place : Chennai

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

The remote e-voting period **begins on Saturday, August 19, 2023 at 09:00 A.M. (IST) and ends on Tuesday, August 22, 2023 at 05: 00 P.M. (IST)**. 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. **Wednesday, August 16, 2023**, 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 the said cut-off date

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

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





Step 1: Access to NSDL e-Voting system,

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is Available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at http://web.cdslindia.com/myeasinew/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or Call at toll free no : 1800 1020 990, 1800 22 44 30 and 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 022- 23058738 or 022-23058542- 43

B) Login Method for e-Voting and joining virtual meeting for shareholders **other than Individual shareholders** holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL 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:
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*****
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*****
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***

NOTICE

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. **“.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.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2 : Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **scrutinizer@cityunionbank.in** with a copy marked to **evoting@nsdl.co.in.** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney /

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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 at **022 - 48867000** or send a request to **Shri.Elango S** at evoting@nsdl.co.in

Process for those shareholders whose email 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 corpserv@integratedindia.in / 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 corpserv@integratedindia.in / shares@cityunionbank.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting..

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

1. Member will be provided with a facility to attend the EGM/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 link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.



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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, email 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** from **Monday, August 14, 2023 at 9:00 A.M.** and **till Friday, August 18, 2023 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.

7. Speakers are requested to keep their questions / clarifications on the business items as short as possible and to the point.



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