

CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

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

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

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of **CITY UNION BANK LIMITED** will be held on Thursday, the 29th day of August 2019, at 10:00 a.m, at "RAYA MAHAL", 45-46, Gandhi Adigal Salai, Kumbakonam - 612001, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March 2019 and the reports of Directors and Auditors thereon.
2. To declare dividend on equity shares for the Financial Year 2018-19.
3. Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Central Auditors of the Bank for FY 2019-20.

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 from RBI vide its letter no. DBS.ARS.No.7003/08.13.005/2018-19 dt. 18th June 2019, approval of the members be and is hereby accorded for the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No.004207S), as Statutory Central Auditors of the Bank for a third term for FY 2019-20 from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank on a remuneration of ₹ 29,15,000/- (Rupees Twenty Nine Lakhs Fifteen Thousand only) and

reimbursement of out of pocket expenses that may be incurred by them during the course of Statutory Audit, Tax Audit & LFAR and issuing other certifications prescribed by the Regulators, with the power to the Board including Audit Committee thereof to alter and vary the terms of conditions of appointment, the 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 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 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 for the purpose of audit of the branches of the Bank for the financial year 2019-20 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."

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

"RESOLVED THAT pursuant to Article 26 of the Articles of Association of the Bank and the approval of RBI vide its letter no. DBR.APPT.No.8631/08.42.001/2018-19 dt. 10th April 2019 in terms of Section 10B (1A) of the Banking Regulation Act, 1949 and other applicable provisions of Companies Act, 2013, and the Regulation 17 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), the appointment of **Shri. R. Mohan (DIN 06902614)** as

Part-time Chairman of the Bank for a period of three years w.e.f., 4th May 2019 as per the following terms and conditions approved by RBI, be and is hereby ratified and approved.”

Sl.No.	Terms of Appointment	
1	Remuneration	₹ 1,00,000/- per month
2	Sitting Fees for attending Board and Committee Meetings	As applicable to other Directors of the Bank.
3	Conveyance Allowance	Office Car with driver
4	Telephone	Provision of residential, mobile phone and internet facility
5	Travelling and Halting Allowances	As applicable to MD & CEO of the Bank
6	Insurance cover	Insurance cover upto ₹ 50,00,000/- for journey by Air/Road/Rail for official purposes.

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

“**RESOLVED THAT** pursuant to Article 26 of the Articles of Association of the Bank, Section 197 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules, applicable provisions of the Banking Regulation Act, 1949 (including any modifications or re-enactments thereof for the time being in force), pursuant to the recommendation of the Compensation and Remuneration Committee of the Board, approval of the Board of Directors of the Bank and the Reserve Bank of India vide its letter no.DBR.Appt.No.3770/08.42.001/2018-19 dt. 31st October 2018, a variable pay of ₹ 3,00,000 (Rupees Three Lakhs only) paid to **Dr. N. Kamakodi (DIN 02039618)** Managing Director & CEO of the Bank for

FY 2016-17 be and is hereby ratified and approved.

RESOLVED FURTHER THAT pursuant to Section 197 of the Companies Act, 2013 and the relevant rules there under, applicable provisions of the Banking Regulation Act, 1949 (including any modifications or re-enactments thereof for the time being in force), the rules, circular, guidelines and directions, if any, issued by the Reserve Bank in this regard, the Articles of Association of the Bank and the approval accorded by the Reserve Bank of India vide its letter no.DBR.Appt.No.8199/08.42.001/2018-19 dt. 29th March 2019, consent of the members be and is hereby accorded for revision in remuneration of Dr. N. Kamakodi from ₹ 81,00,000/- per annum (Rupees Eighty One Lakhs only) to ₹ 84,00,000/- per annum (Rupees Eighty Four Lakhs only) alongwith such other terms as set out in the explanatory statement to the notice w.e.f., 1st May 2018 as per the following terms and conditions approved by RBI.”

- A. Revised Compensation w.e.f., 1st May 2018

Sl.No.	Particulars	Revised Pay
	SALARY	
01	Fixed pay	₹ 84 lakh per annum.
	PERQUISITES	
02	House Rent Allowance	Provision for free furnished accommodation or 12% of fixed pay per month

Sl.No.	Particulars	Revised Pay
03	Entertainment Allowance	On actual basis and subscriptions to 2 clubs.
04	Medical aid including hospitalization	Reimbursement of actual medical expenses for self, spouse, dependent children and parents.
05	Subscription to Newspapers / Journals	Reimbursement of actual expenses incurred on subscription to Newspapers & Magazines including e-journals and other media as required.
06	Travelling & Halting including Boarding Allowances	Reimbursement of actual travelling expenses i.e., if by train equivalent to the highest class / by air equivalent to the highest class plus any other transport and incidental expenses incurred while undertaking business travel.
07	Telephone, mobile and internet facility	Reimbursement on actual basis.
08	Education allowance for children	Reimbursement of expenses on actual basis for two children subject to a maximum of ₹ 15.00 lakhs for two children on production of original bill receipts.
09	Leave	As applicable to other Executives of the Bank
10	Encashment of Privilege Leave	As applicable to other Executives of the Bank
11	Leave Fare Concession	Once in a year anywhere in India or outside India for self and family by eligible class including incidentals.
12	Provident Fund	Bank's contribution to provident fund at 10% of the Basic pay
13	Pension	As applicable to other Executives of the Bank
14	Gratuity	As applicable to other officer of the Bank. However, as and when actual payment is proposed to be made, prior approval of RBI should be obtained.
15	Superannuation medical benefits	The Bank will reimburse the actual hospitalization and other medical expenses or pay the full premium under suitable medical insurance plan for him and dependent family members.
16	Conveyance	Free use of two Bank's car with driver for official purposes. If the car is used for private purposes, the MD & CEO should reimburse the Bank @ ₹ 250/- per month for journeys not exceeding 750 kms in a month. Charges for private use of Bank's car beyond 750 kms limit will be recoverable from the MD & CEO @ 60% of the rate fixed by Regional Transport Authority.
17	Insurance cover	For journeys by air, rail or road on official purposes, the MD & CEO will be provided with insurance cover of ₹ 2,00,00,000/-

B. Variable Pay of ₹ 20 Lakhs for FY 2017-18

RESOLVED FURTHER THAT the Board of Directors / respective Committees be and are hereby authorized to make necessary applications with the RBI for revision of remuneration and other terms and conditions of Dr. N. Kamakodi, MD & CEO from time to time and for payment thereof subject to the condition that the total remuneration shall not exceed the maximum ceiling limit prescribed under Schedule V of the Companies Act, 2013.”

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

“**RESOLVED THAT** pursuant to the provisions of the Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Appointment and Qualification of Director) Rules, 2014 and pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 (including any modifications or re-enactments thereof for the time being in force), approval of the members be and is hereby accorded for the appointment of **Shri. Vaidyanathan Kalyanasundaram (DIN 07120706)** who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director on the Board of the Bank for a period of five years **w.e.f. 29th August 2019** and that he shall not be liable to retirement by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of the Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Appointment and Qualification of Director) Rules, 2014 and pursuant to Section 10A(2A) of the Banking Regulation Act, 1949 (including any modifications or re-enactments thereof for the time being in force), approval of the members be and is hereby accorded for the appointment of **Shri. Thirukkarugavur Krishnamoorthy Ramkumar (DIN 02688194)** who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director on the Board of the Bank for a period of five years **w.e.f. 29th August 2019** and that

he shall not be liable to retirement by rotation.”

9. 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 **Smt. Abarna Bhaskar (DIN 06971635)** as an Independent Director on the Board of the Bank for a second term w.e.f., 25th October 2019 for such remaining period as permitted under the Banking Regulation Act to act as a Director from the date of her first appointment as Director in the Bank or for a maximum period of five years as permitted under the Companies Act, 2013 whichever is earlier.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made 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 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 Institutions 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 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)."

11. To alter the Articles of Association of the Bank

To consider and if thought fit, to pass, with or without

modification(s), the following resolutions as **Special Resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions read with the Rules and Regulations made there under (including any modifications or re-enactments thereof for the time being in force), the existing heading viz "Application of table A" OF ACT 1 OF 1956" be and is hereby deleted and in its place the heading "Application of Table-F of the Companies Act, 2013" be and is hereby inserted:-

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions read with the Rules and Regulations made there under (including any modifications or re-enactments thereof for the time being in force), the existing article numbers 2(a), 2(o), 3, 4(iv), 5(1)(ii), 5(3), 6(iv), 9(i), 13(2a)(ii), 13(3), 16(c), 21 and 24 be and are hereby deleted and in its place new articles as detailed hereunder be and are hereby substituted with the respective articles:

Article no.	New Article
2(a)	"The Act" or "the said Act" means The Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.
2 (o)	"Regulatory Agencies" means any authority appointed under the Act or Banking Act or under any other law and includes the Central Government, National Company Law Tribunal (NCLT), the Registrar and the Reserve Bank of India acting through any of its duly authorised officers under the Banking Act or any other authority authorised to exercise any power under any other law for the time being in force.
3	Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 94 of the Act shall be furnished to every member at his request within the period and on payment of such sum as may be prescribed under the Act.
4(iv)	In addition to and without derogating from the powers for this purpose conferred on the Directors under Article No.4(ii) the Company in General Meeting may, subject to provisions of Section 62 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members of the company or not) in such proportion and on such terms and conditions and either at a premium or at par as such General Meeting may determine and with full powers to give to any person (whether a member of the company or not) the option to call for or be allotted shares of any class of the Company either at par or at a premium, such option being exercisable at such time and for such considerations as may be directed by such General Meeting or the company in General Meeting may, subject to the provisions of Section 62 of the Act, make any other provisions whatsoever for the issue, allotment or disposal of any shares.

Article no.	New Article
5(1)(ii)	The Company shall within two months after allotment or within one month after the application for registration of the transfer of any shares or debentures is completed, deliver the certificates of all the shares and debentures so allotted or transferred.
5(3)	If a certificate is worn out, defaced or if there is no further space on the back thereof for endorsement of transfer, it shall, if required, be replaced by a new certificate upon payment of upto ₹ 20/- per certificate provided however that such new certificates shall not be issued except upon delivery of the said worn out or defaced or used up certificate for the purpose of cancellation.
6(iv)	All securities held by a depository shall be dematerialised and be in fungible form.
9(i)	Shares in the Company shall be transferred by an instrument in writing in the prescribed form and shall in all respects comply with the provisions of the Act and any modifications thereof and the rules prescribed thereunder. No instrument of transfer would be required and the provisions of Section 56 of the Act will not apply if the transfer of shares is effected by the transferor and transferee, both of whom are entered as beneficial owners in the records of the depository.
13(2a)(ii)	The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 days from the date of offer and not exceeding 30 days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
13(3)	In addition to and without derogating from the powers for the purpose conferred on the Directors under article 4(iv), the company in General Meeting may, in accordance with the provisions of Section 62 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the company) shall be offered to such persons (whether members or holders of debentures of the Company or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of Section 53 of the Act) as such General Meeting shall determine.
16(c)	No business shall be transacted at any General Meeting unless the quorum of members is present at the time when the meeting precedes to business. Save as provided herein the quorum of the General Meetings shall be as provided in Section 103 of the Act.
21	A director need not hold any qualification shares for being appointed or continuing as a Director.
24	A director vacating office for non-attendance at board meetings under Section 167(1)(b) of the Act may be re-appointed by the Board of Directors if they think fit.

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions read with the Rules and Regulations made there under (including any modifications or re-enactments thereof for the time being in force), new article No. 16 (h) be and is hereby inserted after the existing Article No. 16(g) of the Articles of Association as detailed hereunder:-

“16(h) A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.”

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, and other applicable provisions read with the Rules and Regulations made there under (including any modifications or re-enactments thereof for the time being in force), new article No. 35 together with the sub-heading be and is hereby inserted after the existing Article No. 34 of the Articles of Association as detailed hereunder:-

“APPLICABILITY OF AMENDMENTS TO ACTS, REGULATIONS, RULES

35. Any amendments to the Companies Act, 2013, Banking Regulation Act, 1949, Depositories Act, 1996, SEBI Act and other applicable laws to the Bank and its Rules, Regulations, etc shall automatically apply to the Company without modification of the applicable articles of the existing Articles of Association.”

RESOLVED FURTHER THAT Shri. V. Ramesh, 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.”

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

Place : Chennai
Date : 18th July 2019

V. Ramesh
Company Secretary

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 Ordinary Business covered under Agenda item No.3 and for all 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 **22nd August 2019 to 29th August 2019** (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 **Wednesday, the 21st August 2019**.

In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as on **21st August 2019** as per details furnished by the Depositories for this purpose.

members at the registered office of the Bank on all working days between 10:00 a.m. to 12:00 noon upto the date of AGM. This notice and the Annual Report will also be available on the Bank's website **www.cityunionbank.com**, for download.

8. MULTIPLE FOLIOS

If any shareholder is holding more than one folio for the same set of names, the shareholder(s) concerned may please write to the Registrars and Share Transfer Agents of the Bank M/s Karvy Fintech Private Limited, Hyderabad (Karvy), so that their holdings can be consolidated into one folio. This would help the shareholder(s) concerned to effectively monitor their holdings and also the dividend receivable.

9. DEMATERIALIZATION 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. Further, SEBI has notified that, any investor who is desirous of transferring

shares (which are held in physical form) after 1st April 2019 can do so only after shares are dematerialized.

10. 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 2010-11 has been transferred to IEPF authority.

The unclaimed dividend for FY 2011-12 and underlying shares is due for transfer during FY 2019-20 pursuant to aforesaid provisions. 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 requested to contact Karvy Fintech Private Limited (Karvy) / Bank 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.

11. Members holding shares in electronic form may note that Bank account details registered against their respective depository accounts will be used by the Bank for payment of dividend. The Bank or "Karvy" cannot act on any request received directly from the members holding shares in electronic form for any change of Bank account details or Bank mandates. Such changes are to be advised only through the Depository Participant of the members.
12. 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 "Karvy".
13. Members who have not registered their e-mail address so far are requested to register their e-mail address with depository participants or Karvy so that they can receive the Annual Report

and other communication from the Bank electronically.

14. 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 being **21st August 2019**, to exercise their right to vote by electronic means on all business items specified in the accompanying notice. The remote e-voting will commence on **25th August 2019 (9:00 a.m.)**, and close on **28th August 2019 (5:00 p.m.)**. The detailed procedure is appended to this notice.
15. The Board of Directors of the Bank has appointed M/s. B.K. Sundaram & Associates, Practicing Company Secretaries, Tiruchirapalli as Scrutinizer to scrutinize and report the voting process in a fair and transparent manner.
16. The Bank continues to support the "Green Initiative" announced by the Government of India, and in this regard the 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.
17. **Update your KYC : The shareholders holding the shares in Physical / Demat to update their KYC details with the Bank / "Karvy" (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 Licence**
18. **The shareholders are requested to update their Bank ECS Mandate by way of submitting duly signed copy of PAN card along with cancelled cheque leaf with the Bank / "Karvy" (RTA) or with their respective Depository Participant (DP) for receiving the corporate benefits by way of electronic credit to their respective Bank A/c. in time without any hassle.**
19. All relevant papers and documents relating to the subject matters of the meeting notice are open for inspection during normal business hours on all working days at the Registered Office of the Bank till the conclusion of the AGM.

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:

Although not required set out pursuant to the provisions of SEBI Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

The Members of the Bank in their meeting held on 1st September 2018 had appointed M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai as the Statutory Auditors of the Bank to hold the office until the conclusion of the ensuing Annual General Meeting of the Bank ('AGM').

The RBI vide its letter no.DBS.ARS.No.7003/08.13.005/2018-19 dated 18th June 2019, had approved the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration no.004207S) to act as Statutory Central Auditors for FY 2019-20.

The Board recommends the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai for a third term to hold the office from the conclusion of the ensuing AGM until the conclusion of the next AGM of the Bank on a remuneration/ fees of ₹ 29,15,000/- (Rupees Twenty Nine Lakhs Fifteen Thousand Only) for conducting Statutory Audit, Tax Audit & LFR and other Certification matters prescribed by the Regulators at its head office, branches and other offices, plus goods and service tax as applicable, and reimbursement of out of pocket expenses that may be incurred by them during the course of Audit. Further, the above fees / remuneration may vary depending upon the number of branches taken up for Audit by the Statutory Central Auditors for a financial year (including new branches opened, if any during FY 2020) and also on account of any other special assignments handled by them as per the requirements of Regulators, Statutory Authority or otherwise.

M/s. Sundaram & Srinivasan, Chartered Accountants was founded in the year 1943 at Chennai by Shri. T. C. Minakshi Sundaram and Shri. K. V. Srinivasan. The firm has rich experience in diverse industrial segments viz., Banking, Insurance, Telecommunication, Automation etc. The head office is located at Alwarpet, Chennai and has branches at Madurai and Bengaluru.

The Statutory Auditors have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 and Section 139 of the Companies Act, 2013 and other applicable rules.

Approval of the shareholders is sought for the appointment of M/s. Sundaram & Srinivasan as Statutory Central Auditors and fixation of remuneration including authorization to the Audit Committee and the Board of Directors to revise the remuneration of the Auditors, in consultation with the Auditors, pursuant to the complexity and volume of the assignments, during the course of audit.

The Board recommends the Resolution set out at Item No.3 of the Notice for approval by members.

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

Item No.4

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 Central Auditors or other qualified Auditors. The Bank has been seeking the approval of shareholders for this subject matter every year, on a regular basis. Accordingly, Bank intends to entrust the Audit of its Branch Offices either to the Statutory 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.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by members.

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

Item No.5

The Reserve Bank of India vide its letter no. DBR.APPT.No.13995/08.42.001/2015-16 dt. 6th May 2016 accorded its approval for the appointment of Shri. S. Mahalingam to hold the office in capacity of Part-time Chairman till 3rd May 2019. Shri. Mahalingam retired from the Board of the Bank on 03rd May 2019. To fill the imminent vacancy, the Board of Directors at their meeting held on 28th January 2019, proposed the name of Shri. R. Mohan, Independent Director of the Board to succeed Shri. S. Mahalingam, as Part-time Chairman of the Bank. A thorough evaluation and fit and proper exercise for such appointment was made and recommended to the Board by the Nomination Committee of the Board.

NOTICE

The Bank made an application to the RBI for the appointment of Shri. R. Mohan as Part-time Chairman of the Bank and the RBI vide its letter no. DBR.APPT.No.8631/08.42.001/2018-19 dt.10th April 2019 has accorded its approval for such appointment for a period of three years w.e.f. 4th May 2019 on the terms as set out in the agenda. The appointment is in conformity with the provisions of Section 10B (1A) r/w Section 35B of the Banking Regulation Act, 1949 and Article 26 of the Articles of Association of the Bank.

The detailed profile of Shri. R. Mohan pursuant to SEBI Listing Regulations 2015 and the Secretarial Standards on General Meetings issued by the Institute of Company Secretary of India (ICSI) is furnished separately as part of this Notice.

Approval of the shareholders is sought for the ratification and confirmation of the appointment of Shri. R. Mohan as per the terms of appointment approved by RBI.

The Board recommends the Resolution set out at Item No.5 of the Notice for approval by members as an Ordinary Resolution.

Save and except Shri. R. Mohan and his relatives, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution.

Item No.6

Based on the recommendation made by the Compensation and Remuneration Committee, the Board of Directors of the Bank at its meeting held on 26th February 2019 approved revision in remuneration for Dr. N. Kamakodi (DIN 02039618), Managing Director & CEO of the Bank in accordance with the Compensation Policy of the Bank keeping in view the significant performance made by the Bank under his stewardship. The last such revision in compensation for MD & CEO was made during the year 2017 at the time of his re-appointment.

Under the leadership of Dr. Kamakodi as MD & CEO since the year 2011, the Bank witnessed excellent and consistent growth in all spheres and has crossed several milestones against many macro-economic challenges. The Bank has maintained healthy governance practices and has won many awards and accolades in the category of Old generation Private Sector Bank under his guidance.

As per the RBI guidelines on Compensation to Whole Time Directors of Private Sector Banks, higher proportions of responsibility should have higher proportion of variable pay and in this regard a variable pay was also approved by the Board for FY 2017 and 2018 subject to the approval of members. During the reporting year, as per RBI's

approval letter no.DBR.Appt.No.3770/08.42.001/2018-19 dt.31st October 2018, the Bank has paid a variable pay of ₹ 3 lakhs to Dr. Kamakodi for FY 2017.

Further, the RBI vide its letter no.DBR.Appt.No. 8199/08.42.001/2018-19 dt.29th March 2019 has approved the revised compensation structure for Dr. Kamakodi w.e.f., 1st May 2018 and also a variable pay for FY 2018 as set out in the said Agenda.

Approval of the shareholders is sought for the ratification and confirmation of the payment of revised remuneration to Dr. N. Kamakodi, MD & CEO and approval is also sought for authorizing the Board of Directors / respective committees to take necessary applications with the RBI for revising the remuneration and other terms & conditions of the appointment of Dr. N Kamakodi, from time to time and payment thereof.

Your Board therefore recommends passing of Resolution as set out in Item No.6 of the Notice as Ordinary Resolution.

Save and except Dr. N. Kamakodi and his relatives, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in this resolution.

Item No.7 and 8

In accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of an Independent Director requires approval of members.

The Board of Directors of the Bank pursuant to provisions of Section 161 of the Companies Act, 2013 and Article 19 of the Articles of Association of the Bank co-opted Shri. Vaidyanathan Kalyanasundaram (DIN 07120706) and Shri. Thirukkarugavur Krishnamoorthy Ramkumar (DIN 02688194) as Additional Directors on the Board of the Bank in their Meeting held on 3rd May 2019 and 17th June 2019.

The appointment of Shri. K. Vaidyanathan and Shri. T.K. Ramkumar are in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. They are not disqualified from being appointed as a Directors in terms of Section 164 of the Companies Act, 2013 and has given their consent to act as Director. 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, both of them fulfil the conditions as specified in the Companies Act, 2013, Banking Regulation Act, 1949 and SEBI Listing Regulations, 2015 for appointment as Independent Directors. Shri. K. Vaidyanathan and Shri. T. K. Ramkumar

are Independent of the management and possesses appropriate skills, experience and knowledge to effectively represent on the Board of the Bank.

Justification for appointment

Shri. K. Vaidyanathan is having vast experience and knowledge in the field of Accountancy and Corporate Finance and Shri. T.K. Ramkumar is having vast experience and knowledge in the field of Law. The Board is of the opinion that the aforesaid Independent Directors could guide the Bank in the matters relating to their respective fields which would assist the Board to take informative decisions and get updated knowledge in the fields of Accountancy, Corporate Finance and Law.

As per Banking Regulation Act, a person can continue as Director upon completion of 70 years of age subject to obtaining necessary approval from RBI. Shri. K. Vaidyanathan is now 67 years of age and considering the aforesaid provision, the Board recommends his appointment for a maximum period of five years as permitted under the Companies Act, 2013 whichever is earlier.

The detailed profile of Shri. K. Vaidyanathan and Shri. T. K. Ramkumar pursuant to SEBI Listing Regulations 2015 and the Secretarial Standards on General Meetings issued by the Institute of Company Secretary of India (ICSI) is furnished separately as part of this Notice. The Board recommends the appointment of Shri. K. Vaidyanathan and Shri. T. K. Ramkumar as Independent Directors on the Board of the Bank not liable to retire by rotation as set out at Item No.7 and 8 of the Notice for approval by Members by way of Ordinary Resolution.

Save and except Shri. K. Vaidyanathan and Shri. T. K. Ramkumar and their relatives, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in resolutions set out in Item No.7 and 8 of this notice.

Item No.9

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 10A(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.

Smt. Abarna Bhaskar (DIN 06971635) currently an Independent Director on the Board of the Bank was appointed as an Independent Director w.e.f., 25th October 2014 which was duly approved by the shareholders in their meeting held on 24th August 2015. Her current term is due to expire on 24th October 2019.

Pursuant to the recommendations of the Nomination Committee of the Bank, the Board of Directors of the Bank at its meeting held on 18th July 2019 considered and approved the proposal to re-appoint Smt. Abarna Bhaskar as Independent Director for a second term w.e.f. 25th October 2019 for such remaining period as permitted under the Banking Regulation Act to act as a Director from the date of her first appointment as Director in the Bank or for a maximum period of five years as permitted under the Companies Act, 2013 whichever is earlier.

The appointment of Smt. Abarna Bhaskar is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director on a second term. The Bank has also received a declaration from her that she meets 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, she fulfils the conditions as specified in the Companies Act, 2013, Banking Regulation Act, 1949 and SEBI Listing Regulations, 2015 for such appointment and should continue her term to complete the balance tenure under the Banking Act as Independent Director. Smt. Abarna Bhaskar is Independent of the management and possesses appropriate skills, experience and knowledge to effectively represent on the Board of the Bank. Further, in terms of section 149(13), Independent Directors shall not be liable to retire by rotation and accordingly Smt. Abarna Bhaskar shall not retire by rotation.

The Board of Directors at its meeting held on 26th February 2019, evaluated the performance of Smt. Abarna Bhaskar for FY 2018-19 on various parameters as approved by the Nomination Committee viz., Qualification, Experience, Knowledge & Competency, Availability & Attendance, Independence, Contribution, Integrity, Independent views and judgment etc. The overall involvement and performance of the Director was found to be satisfactory.

The detailed profile of Smt. Abarna Bhaskar pursuant to SEBI Listing Regulations, 2015 and the Secretarial Standards on General Meetings issued by the Institute of Company Secretary of India (ICSI) is furnished separately as part of this Notice. The Board recommends the appointment of Smt. Abarna Bhaskar as an Independent

NOTICE

Director on the Board of the Bank not liable to retire by rotation as set out at Item No.9 of the Notice for approval by Members as a Special Resolution.

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

Item No.10

The present Authorized Capital of the Bank is ₹ 100 Crore and the Issued and Paid up Capital is ₹ 73.45 crore divided into 73,45,00,818 fully paid equity shares of ₹1/- each. The net worth of the Bank at the end of Financial Year 2018-19 stood at ₹ 4,808 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 almost every year. As per statutory guidelines, the special resolution has a validity period of 365 days and that if this agenda is approved by the shareholders by way of a special resolution, practically the Bank can raise funds through QIP at shorter notice as a matter of operational convenience.

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 would like to seek the shareholders 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.

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.10 as a Special Resolution.

Item No.11

The Articles of Association of the Bank was based on the provisions of the erstwhile Companies Act, 1956. The Ministry of Corporate Affairs has repealed the aforesaid Act by introducing Companies Act, 2013 ('the Act'). The Board of Directors at their Meeting held on 18th July 2019, proposed to partially alter the Bank's Articles of Association in line with the provisions of the Companies Act, 2013 read with Rules made thereunder, including modifications or amendments made, if any.

Pursuant to the provisions of Section 14 all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, approval of the members of the Bank is sought to the proposed substitutions and insertions of Articles of Association by means of Special Resolutions. The details of the existing articles and the reasons for proposed alterations/ insertions as given in the resolutions are set out below.

Clause no.	Existing Articles	Reason(s) for Alteration/ Substitution
Sub-heading	Application of table A' OF ACT 1 OF 1956	APPLICATION OF TABLE F OF COMPANIES ACT, 2013
2(a)	"The Act" or "the said Act" means The Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.	Change of Act from 1956 to 2013.
2(o)	"Regulatory Agencies" means any authority appointed under the Act or Banking Act or under any other law and includes the Central Government, Company Law Board, the Registrar and the Reserve Bank of India acting through any of its duly authorised officers under the Banking Act or any other authority authorised to exercise any power under any other law for the time being in force.	Replacing Company Law Board by NCLT
3	Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 39 of the Act shall be furnished to every member at his request within the period and on payment of such sum as may be prescribed under the Act.	Renumbering Sections of erstwhile Companies act, 1956 with Corresponding Sections of the Companies Act, 2013.

Clause no.	Existing Articles	Reason(s) for Alteration/ Substitution
4(iv)	In addition to and without derogating from the powers for this purpose conferred on the Directors under Article No.4(ii) the Company in General Meeting may, subject to provisions of Section 81 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members of the company or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of Section 79 of the Act and subject to the provisions of the Banking Act) as such General Meeting may determine and with full powers to give to any person (whether a member of the company or not) the option to call for or be allotted shares of any class of the Company either at par or at a premium or subject as aforesaid at discount, such option being exercisable at such time and for such considerations as may be directed by such General Meeting or the company in General Meeting may, subject to the provisions of Section 81 of the Act, make any other provisions whatsoever for the issue, allotment or disposal of any shares.	Renumbering Sections of erstwhile Companies Act, 1956 with Corresponding Sections of the Companies Act, 2013 along with deletion of non applicable provision.
5(1)(ii)	The Company shall within three months after allotment or within one month after the application for registration of the transfer of any shares or debentures is completed and keep ready for delivery, deliver the certificates of all the shares and debentures so allotted or transferred.	Duration of allotment changed from two months to three as per Companies Act, 2013.
5(3)	If a certificate is worn out, defaced or if there is no further space on the back thereof for endorsement of transfer, it shall, if required, be replaced by a new certificate free of charge provided however that such new certificates shall not be issued except upon delivery of the said worn out or defaced or used up certificate for the purpose of cancellation.	Inclusion of payment terms for issue of new certificates.
6(iv)	All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.	Deletion of relevant line containing old Sections.
9(i)	Shares in the Company shall be transferred by an instrument in writing in the prescribed form and shall in all respects comply with the provisions of the Act and any modifications thereof and the rules prescribed thereunder. No instrument of transfer would be required and the provisions of Section 108 of the Act will not apply if the transfer of shares is affected by the transferor and transferee, both of whom are entered as beneficial owners in the records of the depository.	-- do --

Clause no.	Existing Articles	Reason(s) for Alteration/ Substitution
13(2a)(ii)	The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 days from the date of offer within which the offer, if not accepted, will be deemed to have been declined.	Inclusion of maximum time of 30 days from the date of the offer for accepting the offer, as per the Companies Act, 2013.
13(3)	In addition to and without derogating from the powers for the purpose conferred on the Directors under article 4(iv), the company in General Meeting may, in accordance with the provisions of section 81 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the company) shall be offered to such persons (whether members or holders of debentures of the Company or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of Section 79 of the Act) as such General Meeting shall determine.	Renumbering Sections of erstwhile Companies act, 1956 with Corresponding Sections of the Companies Act, 2013.
16(C)	Ten shareholders present in person at a General Meeting shall form the quorum for the meeting.	Modified as per requirements of the Companies Act, 2013.
21	Subject to the provisions of the Banking Act and these presents, the qualification for a person being a Director shall be the holding of shares of the paid-up value of not less than ₹ 1000/-.	As requirement of qualification shares is dispensed under the provisions of the Companies Act, 2013
24	A Director vacating Office for non-attendance at Board Meetings under Section 283(1)(g) of the Act may be re-appointed by the Board of Directors if they think fit.	Renumbering Sections of erstwhile Companies act, 1956 with Corresponding Sections of the Companies Act, 2013.
New Article No.	Reason for insertion	
16(h)	New clause inserted to indicate about the voting through electronic means.	
35	New clause inserted to indicate the applicability of the new Act, Rules and Regulations and modifications thereof.	

A copy of the existing and the proposed revised Articles of Association of the Bank are available for inspection at the Registered Office of the Bank on all working days during normal business hours till the conclusion of the AGM.

It is declared pursuant to Section 102 of the Companies Act, 2013 that none of the Directors / relatives of Directors are interested in the resolutions except in their capacity as Directors / shareholders of the Bank. It is

further declared with reference to the proviso to subsection 2 of Section 102 of the Companies Act, 2013 that the proposed resolution does not have any bearing with the business of any other company.

The Resolutions as set out in agenda Item No.11 above are recommended to be passed by the members by way of Special Resolutions.

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

Place : Chennai
Date : 18th July 2019

V. Ramesh
Company Secretary

Profile of Directors being recommended for appointment pursuant to Regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI

Particulars	Name of Director (Sarvasree)				
	Dr. N. Kamakodi	R. Mohan	K.Vaidyanathan	T.K.Ramkumar	Smt. Abarna Bhaskar
Father's Name	V. Narayanan	R. Ramabadrhan	G. Kalyanasundaram	T. Krishnamoorthy	K. Srinivasan
Date of Birth	26.07.1974	16.05.1955	28.03.1952	01.12.1955	25.05.1961
Qualification	B Tech., MBA, CAIIB, Ph.D	B.Sc, MBA, CAIIB	B.Sc, FCMA, FCS	B.Com., BL.	BA, FCA
Brief resume including experience	<p>Dr. N. Kamakodi, aged 44 years is qualified as B.Tech, MBA, CAIIB and Ph.D. He started his career as a production engineer with Reliance Industries Ltd., at the Hazira Project, Gujarat and continued there till the year 1998. Thereafter he joined the Chinese University of Hongkong to pursue his MBA degree. After completing MBA, he conceived and developed an off-shore BPO unit in the year 2000 and was associated till the year 2003. In the year 2003, he joined City union Bank as Deputy General Manager-HR and elevated to the position of General Manager (Credit) during April 2005 and was in charge of Credit Sanction, Monitoring and Recovery. In September 2006, he took charge as Executive Director of the Bank and in January 2011 he was re-designated as Executive President. In May 2011, he assumed charge as MD & CEO of the Bank. Within a span of 16 years, he has demonstrated his skill and ability to achieve major developments in the bank that included rapid branch expansion, high growth trajectory, introduction of Employee Stock Option Schemes and adoption of technology to take the bank almost on par with the high tech banks in the industry.</p>	<p>Please refer Directors Report forming part of Annual Report FY 2019.</p>			
					<p>Smt. Abarna Bhaskar aged 58 years is a qualified Chartered Accountant with a practical experience in Banking more particularly in the finalization of bank accounts and is a practicing chartered accountant for over a decade. She has held senior level positions in Foreign and Indian Banks viz. Bank of Muscat, National Bank of Oman, First Gulf Bank and ING Vysya Bank. By virtue of her association in senior management roles in both Foreign and Indian Banks she could gather lot of experience in Risk Management practices. She therefore brings to our Board her rich experience on the Risk Management side also.</p>

Expertise	Banking	Banking, Agriculture & SSI	Accountancy and Finance	Law	Accountancy and Banking
Date of appointment in the Bank (in current term)	01.05.2011	28.06.2014	03.05.2019	17.06.2019	25.10.2014
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil	Nil	Nil	Nil	Nil
Memberships in Board committees	Please refer Corporate Governance section forming part of Annual Report FY 2019.				
Other outside Directorships held	Nil	Nil	1. Zenith Infotech (Singapore) Pte. Ltd, Singapore, 2. Zenith Infotech Services Sdn. Bhd. KL, Malaysia	Nil	Nil
Remuneration sought to be paid	As per RBI and Members approval set out in this notice.	As per RBI and Members approval set out in this notice.			
Remuneration last drawn	₹ 92,72,505/-	₹ 20,50,000/-	NA	₹ 1,55,616/-*	₹ 19,90,000/-
Number of Board meetings attended during the year	Please refer Corporate Governance section forming part of Annual Report FY 2019.				
Equity Shareholding	20,85,900	1,45,200	100	1,64,310	36,377

*Shri. T K Ramkumar retired in his first term on 10th June 2017 and the Profit linked commission for FY 2018 is paid in FY 2019 on pro-rata basis.

REMOTE e-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with **Rule 20 of the Companies (Management and Administration) Rules, 2014** as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Bank is pleased to offer remote e-voting facility to its Members to exercise their right to vote at the ensuing Annual General Meeting (AGM) by electronic means in respect of the businesses to be transacted at the AGM, through the remote e-voting platform provided by “Karvy”.

Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. Facility of voting through physical ballot shall also be made available at the meeting venue.

- i. The remote e-voting facility will be available during the following period:
 - a) Day, date and time of commencement of remote e-voting: **Sunday, the 25th August 2019 at 9:00 a.m.**
- b) Day, date and time of closure of remote e-voting beyond which remote e-voting will not be allowed: **Wednesday, the 28th August 2019 at 5:00 p.m.**
- ii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their shares of the paid up equity share as on the cut-off date being **21st August 2019**.
- iii. Any person who acquires shares of the Bank and become Member of the Bank after the dispatch of the AGM Notice and holds shares as on the cut-off date i.e. **21st August 2019** may obtain the User Id and password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No. / DP - Client ID, the Member may send SMS:

 MYEPWD<space> E-voting Event Number +Folio number or DP - Client ID to +91-9212993399

Example for NSDL:	Example for CDSL:	Example for Physical:
MYEPWD<SPACE>IN12345612345678	MYEPWD<SPACE>1402345612345678	MYEPWD<SPACE>(EVENTNO)XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No. / DP-Client ID, then on the home page of **https://evoting.karvy.com**, the Member may click “Forgot Password” and enter Folio No. or DPID - Client ID and PAN to generate a password.
- c) Member may call Karvy's Toll free number 1-800-3454-001.
- d) Member may send an e-mail request to evoting@karvy.com
- iv. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
- v. Details of Website: <https://evoting.karvy.com>
- vi. Details of persons to be contacted for issues relating to e-voting:

Shri. Prem Kumar
 KarvyFintech Private Limited
 (Unit: **CITY UNION BANK LTD.**)
 Karvy Selenium Tower B, Plot 31-32,
 Gachibowli, Financial District, Nanakramguda,
 Hyderabad - 500 032
 Tel. No.: +91 40 67161509
 Toll Free No.: 18003454001
 Fax No.: +91 40 23420814
 E-mail: evoting.karvy.com

- vii. Details of Scrutinizer:

 M/s. B. K. Sundaram & Associates, Practicing Company Secretaries, 30, Pandamangalam Agraharam, Woraiyur, Tiruchirapalli – 620 003.

viii. The procedure and instructions for remote e-voting facility are as follows:

- A. In case of shareholders receive email from Karvy:
- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
 - ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. / DP - Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote
 - iii. After entering these details appropriately, click on "LOGIN".

You will now reach password change menu wherein they are required to mandatorily change your login password in the new password field. 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 your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the E-voting Event Number for e-voting.
- vi. If you are holding shares in de-mat form and had logged on to https://evoting.karvy.com and casted your vote earlier for any other company, then your existing login id and password are to be used.
- vii. On the voting page, enter the number of shares (which represents the number of

votes) as on the cut-off date i.e. **21st August 2019** under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cut-off date.

- viii. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- ix. Members holding multiple folios / de-mat accounts shall choose the voting process separately for each of the folios / de-mat accounts.
- x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xi. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xiii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: bkksoffice@gmail.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

- B. In case of shareholders receiving Notice by post:
- i. Initial password is provided at the bottom of the Attendance Slip
 - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xiii) above, to cast vote.

- C. 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 <https://evoting.karvy.com> or contact Shri. Prem Kumar of Karvy Fintech Private Limited at 040-6716 1509 or at 1800-3454-001 (toll free).
- D. The Scrutinizer's decision on the validity of the vote shall be final.
- E. Once the vote on a resolution stated in this notice is cast by shareholder through remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the Meeting, however such member shall not be allowed to vote again.
- F. The Scrutinizer after scrutinizing the votes cast through remote e-voting and through poll, if any, at the Meeting, will make a consolidated Scrutinizer's Report and submit the same forthwith not later than two days of conclusion of the Meeting to the Chairman of the Bank or a person authorised by him in writing, who shall countersign the same.
- G. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Bank (www.cityunionbank.com) and on the website of Karvy (<https://evoting.karvy.com>). The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.