

# CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287

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

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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 19<sup>th</sup> day of August, 2021**, at **11:00 a.m.** The Annual General Meeting shall be held by the means of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on account of continuing COVID -19 pandemic and in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, 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 31<sup>st</sup> March, 2021 and the reports of Directors and Auditors thereon.
2. To confirm the Interim Dividend of 30% (i.e. ₹ 0.30 paise per equity share of face value of ₹ 1/- each fully paid up) approved by the Board of Directors and already paid to shareholders, for the Financial Year 2020-21.
3. To declare Final Dividend of 20% (i.e. ₹ 0.20 Paise per equity share on face value of ₹ 1/- each fully paid up) for the Financial Year 2020-21.
4. 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 on a first term for FY 2021-22.

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.CO.DOS.RPD.No.S201/08-13-005/2021-2022 dt.21.06.2021, approval of the members be and is hereby accorded for the 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 on a first term for FY 2021-22 in the place of retiring auditors M/s. Sundaram and Srinivasan, Chartered Accountants, Chennai from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank at an overall remuneration of ₹ 60,00,000/- (Rupees Sixty Lacs only) to be allocated by the Bank between such Joint Auditors as may be mutually agreed by the Bank and such Joint Auditors depending on their respective scope of work and reimbursement of out of pocket expenses that may be incurred by them during the course of Statutory Audit, Tax Audit & L FAR, CSITE audit and issuing other certifications prescribed by the Regulators, with the power to the Board including Audit Committee thereof to alter and vary the terms and conditions of their appointment, remuneration etc., 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

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

**"RESOLVED THAT** the Board of Directors of the Bank be and is hereby authorized to appoint, in consultation with 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 for the purpose of audit of the branches of the Bank for the Financial Year 2021-22 and to decide the Branch Offices to be audited by such Branch Auditors and to fix their remuneration and reimbursement of out of pocket expenses incurred in connection with the Audit, based on the recommendation of the Audit Committee of the Board."

**6. Ratification of payment of Variable Pay to Dr. N. Kamakodi (DIN 02039618), MD & CEO of the Bank for FY 2020 and approval for Remuneration upon reappointment w.e.f. 1<sup>st</sup> May, 2020**

To consider and if thought fit, to pass with or without modification(s), the following resolutions 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), the payment of ₹ 30 Lacs as Variable Pay for FY 2020 paid to **Dr. N. Kamakodi (DIN 02039618)** during FY 2021 as per the recommendations of Compensation and

Remuneration Committee of the Board, approval of the Board of Directors of the Bank and of RBI vide its letter no. DOR.GOV.No.4068/ 08.42.001/2020-21 dt.26-03-2021, 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.DOR.Appt.No.1629/08.42.001/2021-21 dt.03-12-2020, consent of the members be and is hereby accorded for revision in remuneration of Dr. N. Kamakodi effective from the date of his re-appointment i.e., 1<sup>st</sup> May, 2020 along with such other terms mentioned hereunder.”

Sl.No.	Particulars	Amount (in ₹)
<b>PART - A</b>		
<b>FIXED PAY</b>		
1.	Salary	87,00,000
2.	Dearness Allowance	-
3.	Retiral / Superannuation benefits:	
	a. Provident Fund	8,70,000
	b. Gratuity	4,18,269
	c. Pension	3,48,000
4.	Leave Fare Concession / Allowance	10,00,000
5.	Entertainment Allowance	50,000
6.	<b>Perquisites:</b>	
	i. Free Furnished House & its maintenance / House Rent Allowance	28,80,000
	ii. Conveyance Allowance / Free use of Bank's car:	
	a. Official Purposes	Free use of Bank's two cars

Sl.No.	Particulars	Amount (in ₹)
<b>PART - A FIXED PAY</b>		
	b. Private Purposes	Reimbursable @ ₹ 250 for journeys not exceeding 750 km per month, beyond which 60% of the RTA rate to be recoverable.
	iii. Driver's salary	36,600
	iv. Club Membership(s)	5,00,000
	v. Subscription to newspapers, journals etc.	12,000
	vi. Insurance Premium	50,000 (coverage of INR 2 crore for official journeys by air/ rail/ road)
	vii. Telephone, mobile and internet facility	1,00,000
	viii. Education allowance	20,00,000 (reimbursable for two children on production of original bills)
<b>TOTAL FIXED PAY</b>		<b>1,69,52,869</b>

Details of expenses to be reimbursed

Sl.No.	Particulars	Amount
1	Travelling and Halting including Boarding	Reimbursement of actual travelling expenses (if by train, equivalent to the highest class / if by air, equivalent to the highest class plus any other transport and incidental expenses incurred while undertaking business travel)
2	Reimbursement of medical expenses	Reimbursement of actual medical expenses for self, spouse, dependent children and parents on production of bills. Superannuation medical benefit: The Bank will reimburse the actual hospitalization and other medical expenses or pay the full premium under suitable medical insurance plan for self and dependent family members.
3	Casual Leave and Encashment of Privilege Leave	As applicable to other executives of the Bank.

**“RESOLVED FURTHER THAT** approval of the shareholders be and is hereby accorded for payment of Variable Pay to Dr. N. Kamakodi for each financial year as may be approved by RBI within the overall variable Pay ceiling set out below pursuant to RBI guidelines on Compensation of Whole Time

Directors/ Chief Executive Officers / Material Risk Takers and Control Function staff dt. 4<sup>th</sup> November, 2019 based on the achievement of performance parameters fixed by the Compensation & Remuneration Committee of the Bank.”

Sl.No.	<b>Variable Pay:</b> For each Financial Year / Performance Period - upto 200% of Fixed Pay. This would be paid only after duly evaluating performance in each Financial Year.	
1	Cash Component	<b>Total Cash Component:</b> 50% of Variable Pay
2	Non Cash Component (share-linked instruments)	<b>No. of Share-linked instruments:</b> 50% of Variable Pay

**“RESOLVED FURTHER THAT** the Board of Directors / concerned Committees be and are hereby authorized to file necessary applications, clarifications or documents from time to time with the RBI for revision of remuneration / modification of any terms and conditions of Dr. N. Kamakodi, MD & CEO and to make payments 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. Re-appointment of Shri. M. Narayanan (DIN 00682297), Director, as Independent Director on the Board for a second term w.e.f. 22<sup>nd</sup> August, 2021**

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. M. Narayanan (DIN 00682297)** as an Independent Director on the Board of the Bank for a second term **w.e.f. 22<sup>nd</sup> August, 2021** for the remaining period as permitted under the Banking Regulation Act, 1949 from the date of his first appointment in the Bank.”

**8. 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 (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).”

**9. Amendment of Memorandum 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 13 of the Companies Act, 2013 read with Section 49C of the Banking Regulation Act, 1949 and approval of the Reserve Bank of India vide its letter no.DOR.AUT.NO.S146/24.01.002/2021-22 dt.02.06.2021 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), and subject to the approval of the Registrar of Companies, Chennai and/or such other authorities under the provisions of the Companies Act, 2013, after the existing clause no.3 (v) of the Memorandum of Association of the

Bank, a new sub clause “w” be and is hereby inserted as follows:-

**Clause 3(w):** To act as agents for insurance products such as life, health, pension & employees benefit, fire, marine, cargo, marine hull, aviation, oil & energy, engineering, accident liability, motor vehicles, transit & other products and to carry on the business of insurance, re-insurance and risk management either directly or as an insurance agent, corporate agent, insurance broker or otherwise in line with the guidelines issued by the Reserve Bank and other Sectoral Regulators.”

**"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**

Sd/-

**V. Ramesh**

Company Secretary

Place : Kumbakonam

Date : 19<sup>th</sup> July, 2021



NOTICE

NOTES:

1. In order to follow social distancing norms in respect of Covid-19 pandemic prevalent in the country, the Ministry of Corporate Affairs vide its circular dated 05<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 13<sup>th</sup> January, 2021 (“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 circular dt. 13<sup>th</sup> January, 2021 and SEBI circular dated 15<sup>th</sup> January, 2021 on extended relaxations with regard to conduct of AGMs, the Notice of this AGM alongwith the Annual Report 2020-21 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](http://www.cityunionbank.com) ; [www.nseindia.com](http://www.nseindia.com) ; [www.bseindia.com](http://www.bseindia.com).

**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 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 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](mailto:scrutinizer@cityunionbank.in) with a copy marked at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.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 previous date of AGM i.e. 18<sup>th</sup> August, 2021. However, members seeking to inspect are requested to drop an e-mail to [shares@cityunionbank.in](mailto:shares@cityunionbank.in).

10. **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 Integrated Registry Management Services Private Limited, Chennai (RTA), so that their holdings can be consolidated into one folio. This would help the shareholder(s) concerned to effectively monitor their holdings.

11. **DEMATERIALIZATION OF SHARES**

The shares of the Bank have been traded compulsorily in dematerialized form with effect from 25<sup>th</sup> 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 01<sup>st</sup> April, 2019 can do so only after shares are dematerialized.

**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 2012-13 has been transferred to IEPF authority.

The unclaimed dividend for FY 2013-14 will be transferred to IEPF authority and also the underlying shares 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 RTA / 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.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to our RTA.
14. 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 / RTA or with their respective Depository Participant (DP).



## 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. 2

**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 to add more clarity on the resolution set out in Item No. 2 of the accompanying notice**

The Board of Directors of the Bank at its meeting held on 28<sup>th</sup> May, 2021, declared an Interim Dividend of ₹ 0.30 paise per equity share of face value of ₹ 1/- each fully paid up, for the Financial Year 2020-21. The payment of the Interim Dividend was made on 21<sup>st</sup> June, 2021. The Members are now requested to confirm the payment of such Interim Dividend for FY 2020-21.

Members may note that in light of the Reserve Bank of India (RBI) circular dated 22<sup>nd</sup> April, 2021, all Banks were directed to pay dividend on equity shares from the profits for the financial year ended 31<sup>st</sup> March, 2021, subject to the quantum of dividend not resulting in the dividend pay-out ratio exceeding 50%. Accordingly, the Board of the Bank has declared and paid such interim dividend to shareholders as aforesaid.

The Directors and Key Managerial personnel of the Bank and their relatives may be deemed to be concerned or interested in the passing of this resolution, to the extent of dividend received as per their respective shareholding, if any, in the Bank.

The Board recommends the passing of the Resolution in Item No.2 of the accompanying Notice.

### Item No.4

**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 14<sup>th</sup> August, 2020 appointed M/s Sundaram & Srinivasan, Chartered Accountants, Chennai as the Statutory Central Auditors of the Bank to hold the office until the conclusion of the ensuing Annual General Meeting of the Bank ('AGM').

The Reserve Bank of India vide its circular no.Ref.No.DoS.CO.ARG / SEC.01 /08.91.001 / 2021-22 dated 27<sup>th</sup> April, 2021 notified guidelines for appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) applicable w.e.f. FY 2021-22 and onwards as per which, the Bank should appoint minimum two SCAs. As per such guidelines, the Bank has also framed and approved a policy on appointment of Statutory Central Auditors (SCAs) / Statutory Auditors and the same is hosted in the website of the Bank.

Accordingly, in response to the application made by the Bank, the RBI vide its letter no.CO.DOS.RPD.No.S201/08-13-005/2021-2022 dt.21.06.2021, accorded its approval for the 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 on a first term for FY2021-22.

### Profile of SCAs / Credentials:

<p><b>M/s Jagannathan &amp; Sarabeswaran,</b> Chartered Accountants, Chennai (<b>FRN 001204S</b>)</p>	<p>M/s Jagannathan &amp; 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 52 years of rich experience in diverse sectors viz., Banking, Information Technology, Tourism &amp; 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>
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**M/s K. Gopal Rao & Co.,  
Chartered Accountants,  
Chennai (FRN 000956S)**

M/s K. Gopal Rao & Co., Chartered Accountants was established in the year 1978. The firm consists of 12 (Twelve) full time partners and 30 professional staffs. The firm is headquartered at Chennai with branch offices at Tiruvallur and associate offices at Madurai, Trichy, Bangalore, Coimbatore and Hyderabad. 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 offers Central Statutory Audit services, Branch Audits, Concurrent Audits to various Public & Private sector Banks. As part of Tax advisory services, the firm offers services on International Taxation, Transfer Pricing, Business Tax Advisory, Taxation for Non Profit Organizations and Indirect Taxation. The firm is also a registered Public Accounting firm with the Comptroller and Auditor General of India Office, New Delhi. It has diversified clientele with National and International operations. Apart from Statutory Audits, it also offers Information systems Audit and Internal Audit services. As part of Internal Audit Services, the firm is also experienced to conduct Risk Based Internal Audit of the Banks as per BASEL II norms.

For FY 2020-21, the Bank has paid a total Remuneration of ₹ 33 Lacs to the existing Statutory Central Auditors M/s Sundaram & Srinivasan, Chartered Accountants, Chennai which is as per the approval accorded by the shareholders at its previous meeting held on 14<sup>th</sup> August, 2020. In addition, a Professional fee of ₹ 7.2 Lacs has been paid to them for Branch Audit and ₹ 20 Lacs for Special Assignment (CSD / CSITE Audit) besides reimbursement of ₹ 9.80 Lacs for Travelling & out of pocket expenses. There is no material change in the fee recommended to the proposed Auditors viz. M/s Jagannathan & Sarabeswaran, Chartered Accountants, Chennai and M/s K. Gopal Rao & Co., Chartered Accountants, Chennai. As aforesaid, from FY 2021-22 onwards, the statutory audit of the Bank should be conducted by minimum 2 Audit firms pursuant to extant RBI guidelines on appointment of Statutory Auditors of Private Sector Banks and accordingly a consolidated remuneration is being recommended to the shareholders for its approval which would be mutually discussed with such Auditors depending upon the scope of work.

The Board is of the view that the rich experience of the aforesaid Auditors in Audit and Consulting field would definitely benefit the Bank as they possess appropriate skills, expertise and competencies in the context of the Banking Industry. In the opinion of the Board, the proposed Auditors are eligible for 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 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 first term to hold the office from the conclusion of the ensuing AGM until the conclusion of the next AGM of the Bank on a total remuneration / fees of ₹ 60 Lacs 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. Further, the above remuneration may vary depending upon the number of branches taken up by them for the financial year and also on account of any other special assignments to be handled by them as per the requirements of Regulators, Statutory Authority and reimbursement other out of pocket expenses incurred by them during the course of audit.

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.4 of the Notice for approval of members by passing ordinary resolution.

**Item No.5**

In terms of the provisions of the Companies Act, 2013 and the Rules, made there under, the Branch Offices 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.5 of the Notice for approval by members by passing Ordinary Resolution.

#### **Item No.6**

As per the provisions of Section 196 and 197 of the Companies Act, 2013, the terms & conditions for appointment and remuneration payable to Managing / Whole Time Director require the approval of shareholders. The re-appointment of Dr. N. Kamakodi, MD & CEO, has already been approved by RBI vide its communication dated 20<sup>th</sup> April, 2020 and by the shareholders at the AGM held on 14<sup>th</sup> August, 2020. However, the remuneration for MD & CEO to take effect upon his re-appointment was pending for approval by RBI.

The Reserve Bank of India issued guidelines on Compensation to Whole time Directors, CEOs, Material Risk Takers and Control Function Staffs of Private Sector Banks dt. 4<sup>th</sup> November, 2019 to take effect from 1<sup>st</sup> April, 2020. Therefore, the compensation structure of Bank's MD & CEO needed realignment in line with revised guidelines. As per the guideline, the MD & CEO of the Bank is eligible for remuneration in the form of Fixed Pay and Variable Pay. Further, pursuant to such guideline, the Bank while computing the total Fixed Pay of MD and CEO, shall quantify the monetary value of all perquisites proposed to be paid to him and include the same in salary component. Accordingly, to comply with such guidelines, the Bank made an application to RBI in the prescribed format seeking its approval for remuneration of Dr. N. Kamakodi,

to take effect upon his re-appointment i.e. from 1<sup>st</sup> May, 2020. The Reserve Bank of India vide its letter number DOR.Appt.No.1629/08.42.001/2020-21 dt.03<sup>rd</sup> December, 2020 accorded its approval for fixed pay to Dr. N. Kamakodi, MD & CEO of the Bank w.e.f. 1<sup>st</sup> May, 2020 as placed before the shareholder under Agenda item No.6 of the AGM Notice. The application for Variable Pay to Dr. Kamakodi for FY 2021 will be made to RBI during the current financial year. The revised guideline explicitly lays down that out of overall compensation package, the variable pay shall be at least 100% subject to maximum of 300% of fixed pay. The variable pay should be in the form of share-linked instruments or a mix of cash and share-linked instruments.

In the Compensation Structure of MD & CEO presented in the resolution, there exists a proper balance between Fixed Pay and Variable Pay as per the extant guidelines where minimum 50% of the Variable Pay is deferred. The Board of Directors of your Bank will evaluate the performance of the Managing Director & CEO for each financial year during his tenure on the recommendations of the Compensation & Remuneration Committee which would evaluate the MD & CEO on performance based metrics (both Qualitative and Quantitative) and determine the amount of variable pay payable to MD & CEO for each FY within an upper ceiling of 200% of fixed pay subject to approval of RBI.

Save and except Dr. N. Kamakodi and the shareholders who are relatives of Dr. N. Kamakodi, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in the Agenda item.

The Board recommends the Resolution set out at Item No.6 of the Notice for approval of members by passing Ordinary Resolutions.

**Additional Details pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015 and Secretarial Standard issued by ICSI.**

Name of the Director	Dr. N. Kamakodi (DIN 02039618)
Father's Name	Shri. V. Narayanan
Date of Birth / Age	26 <sup>th</sup> July, 1974 / 46 Years
Qualification	B Tech., MBA, CAIIB, Ph.D
Brief resume including experience	Dr. N. Kamakodi 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 in charge of Credit during April 2005. 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 18 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.
Expertise	Banking
Date of appointment in the Bank (in current term)	1 <sup>st</sup> May, 2020. However, he was initially appointed as MD & CEO of the Bank by the RBI on 1 <sup>st</sup> May, 2011.
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board Committees	Refer Corporate Governance section forming part of Annual Report FY 2020 -21.
Other outside Directorships held	Nil
Remuneration sought to be paid w.e.f. 01 <sup>st</sup> May, 2020	Fixed Pay of ₹ 1,69,52,869 p.a. and Variable Pay with prior approval of RBI within the overall ceilings pursuant to extant RBI guidelines. The remuneration is subject to the approval / ratification by the shareholders at this meeting.
Remuneration last drawn for FY 2021	₹ 2,52,62,598/- (inclusive of perquisite income and Variable Pay for FY 2019 and FY 2020)
Number of Board meetings attended during the year	12 Board meetings were held during FY 2020-21 and all meetings were duly attended by Dr. Kamakodi.
Equity Shareholding as on 31 <sup>st</sup> March, 2021	24,18,650 Equity Shares of ₹ 1/- each.

**Item No.7**

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.

Shri. M. Narayanan (DIN 00682297) currently an Independent Director on the Board of the Bank was co-opted as an Additional Director w.e.f., 03<sup>rd</sup> May, 2016 and he was elected as an Independent Director by the shareholders in their meeting held on 22<sup>nd</sup> August, 2016. His current term as an Independent Director is due to expire on 21<sup>st</sup> August, 2021.

Pursuant to the recommendations of the Nomination Committee of the Bank, the Board of Directors of the Bank at its meeting held on 25<sup>th</sup> June, 2021 has considered and approved the proposal to re-appoint Shri. M. Narayanan as Independent Director for a second term from w.e.f. 22<sup>nd</sup> August, 2021 for the remaining period as permitted under the Banking Regulation Act, 1949 from the date of his first appointment in the Bank subject to approval by shareholders.

The appointment of Shri. Narayanan is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act,

2013 and has given his consent to act as Director on a second term. The Bank has also received a declaration from him that he 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, he fulfils 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 his term to complete the balance tenure under the Banking Act as Independent Director. Shri. Narayanan 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 he shall not retire by rotation.

The Board of Directors at its meeting held on 23<sup>rd</sup> March, 2021, evaluated the performance of Shri. M. Narayanan for FY 2020-21 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.

Save and except Shri. M. Narayanan and the shareholders who are relatives of Shri. M. Narayanan, none of the Directors and Key Managerial Personnel and their relatives are concerned or interested in the agenda item.

The Board recommends the appointment of Shri. M. Narayanan as an Independent Director on the Board of the Bank not liable to retire by rotation as set out at Item No.7 of the Notice for approval by Members as a Special Resolution.

**Additional Details pursuant to Regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015 and Secretarial Standard issued by ICSI**

Name of the Director	M. Narayanan
Father's Name	Shri. M. Mahalingam
Date of Birth / Age	5 <sup>th</sup> April, 1959 / 62 years
Qualification	B Sc., FCA, Grad CWA, DISA
Brief resume including experience	As a professional, Shri. Narayanan has extensive knowledge and experience in the field of Accountancy, Finance & Taxation and has handled such areas at various levels upto CFO while in service for over 20 years in companies of repute (BHEL, Dalmia Cements, Fenner, RAMCO Cements & Dishnet). He hails from an Agricultural family. He has been actively involved in Agriculture for over 30 years and in this context he also possesses sound understanding of Rural Economy. Presently he is practicing as a Chartered Accountant for over ten years handling Taxation, providing virtual CFO and Management Consultancy services to MSME companies, undertaking Internal Audit of corporates in all segments (MSME to Large) and is an Independent Director of your Bank.
Expertise	Accountancy, Agriculture & Rural Economy
Date of appointment in the Bank (in current term)	03 <sup>rd</sup> May, 2016
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board Committees	Refer Corporate Governance section forming part of Annual Report FY2020-21.
Other outside Directorships held	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 shareholders at their meeting held on 01 <sup>st</sup> September, 2018.
Remuneration last drawn for FY 2021	₹ 15,00,000/- for FY 2021
Number of Board meetings attended during the year	12 Board meetings were held during FY 2020-21 and all meetings were duly attended by Shri. M. Narayanan.
Equity Shareholding as on 31 <sup>st</sup> March, 2021	21,589 Equity shares of ₹ 1/- each

**NOTICE**

**Item No.8**

The present Authorized Capital of the Bank is ₹ 100 crore and the Issued and Paid up Capital is ₹ 73.88 crore divided into 73,88,22,111 fully paid equity shares of ₹ 1/- each. The net worth of the Bank at the end of Financial Year 2020-21 stood at ₹ 5,799 crore.

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 had been seeking shareholders approval with an enabling resolution to go for QIP issue almost every year.

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.

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.

Place : Kumbakonam

Date : 19<sup>th</sup> July, 2021

**Item No.9**

The Bank has been undertaking Insurance business since the year 2003. During the year 2016, as per the requirement of IRDAI, the Bank obtained Certificate of Registration from IRDAI (License no.CA0023) being valid upto 31<sup>st</sup> March, 2019, to act as a Corporate Agent in undertaking Insurance business under Life & Health sector. The said license stands renewed up-till 31<sup>st</sup> March, 2022. For FY 2021, the Bank has made an income of ₹ 11.75 crore from Bancassurance business (Life – ₹ 10.42 crore and Star Health ₹ 1.33 crore). Being a Corporate Agent, the Bank is subject to inspection by IRDAI.

The Insurance Regulatory and Development Authority of India (“IRDAI”) conducted on-site inspection of the Bank and in its inspection report, it has advised the Bank to include a clause for “Corporate Agent” as part of its Main Objects in the Memorandum of Association of the Bank. In view of this, the proposal of the Bank to amend the MOA, the RBI vide its letter no. DoR.AUT.NO.S146/24.01.002/2021-22 dt.02.06.2021 has conveyed its no objection pursuant to the provisions of Section 49C of the Banking Regulation Act 1949. Further, as per Section 13 of the Companies Act, 2013, alteration in MOA is subject to shareholders approval. Accordingly, the Board of Directors of your Bank recommend passing of resolution set out under Item No.9 as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are interested in the passing of the above resolution.

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

Sd/-  
**V. Ramesh**  
Company Secretary

**INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING**

The remote e-voting period **begins on Sunday 15<sup>th</sup> August, 2021 at 9:00 A.M.** and **ends on Wednesday, 18<sup>th</sup> August, 2021 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date **(cut-off date) i.e. 12<sup>th</sup> August, 2021**, 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 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' 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 "<b>Access to e-Voting</b>" 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 <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p>



Type of shareholders	Login Method
	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 <a href="https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com">https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi / Easiest, the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
<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 &amp; 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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The ".pdf" file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in Process for those shareholders whose email-ids are not registered.
1. 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

7. Now, you will have to click on "Login" button.
8. 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 General 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](mailto:scrutinizer@cityunionbank.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://www.evoting.nsdl.com) to reset the password.

- 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to **Mr. Bandam Srinivas, Asst. Vice President** at [evoting@nsdl.co.in](mailto: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:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [shares@cityunionbank.in](mailto:shares@cityunionbank.in).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [shares@cityunionbank.in](mailto:shares@cityunionbank.in). If you are an Individual shareholder 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.
- Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- 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 AGM ARE AS UNDER:-**

- The procedure for e-Voting on the day of the AGM is

same as the instructions mentioned above for remote e-voting.

- Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

- Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join General 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.
- Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. 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.
- The Members can join the e-AGM through "VC/OAVM" 30 minutes before time scheduled for the AGM and will be available for members on first-come-first-serve basis.

4. 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](mailto:shares@cityunionbank.in). The same will be replied by the Bank suitably.
5. **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](mailto:shares@cityunionbank.in) from **Friday 13<sup>th</sup> August, 2021 at 9:00 A.M. and till Sunday, 15<sup>th</sup> August, 2021 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.
6. Speakers are requested to keep their questions / clarifications on the business items as short as possible and to the point.







**NOTICE**

**CUB CITY UNION BANK LIMITED**

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