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CITY UNION BANK

CIN - L65110TN1904PLC001287
Regd. Office No.149, TSR (Big) Street, Kumbakonam - 612 001.
Phone : 0435 - 2432322 Fax : 0435 - 2431746
E-mail : shares@cityunionbank.com Website : www.cityunionbank.com

C.O/Shares/LR-5/2017-18

01st August, 2017

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai 400 051

Scrip Code: CUB

BSE Ltd.
DCS – CRD
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai 400 001

Scrip Code: 532210

Dear Sir,

Sub: Submission of Notice of Annual General Meeting 'AGM' and e-voting schedule
Ref: Intimation u/r 30 r/w Part A Para A of schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR regulation)

Pursuant to the reference cited, we submit herewith the Notice of AGM of the Bank to be held on **Wednesday, the 23rd August 2017** at **10.15 a.m.** at 'Raya Mahal', 45-46, Gandhi Adigal Salai, Kumabkonam-612001.

Further, the Bank, in terms of Section 108 of the Companies Act, 2013 r/w the Rules made there under and Regulation 44 of the SEBI Listing Regulations, is providing remote e-voting facility to its members holding shares in physical / Demat mode, as on the cut-off date, being **16th August 2017**, to exercise their right to vote by electronic means on all business items specified in the Notice. The Remote e-voting commences on **19th August 2017 (9:00 a.m.)**, and closes on **22nd August 2017 (5:00 p.m.).**

This is for your kind information and records please.

Thanking you

Yours faithfully
for **CITY UNION BANK LTD.**

V Ramesh
General Manager – CFO & CS

Encl.: a/a

CITY UNION BANK LIMITED

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Phone: 0435 - 2432322 Fax: 0435 - 2431746
e-mail: shares@cityunionbank.com; website: www.cityunionbank.com

NOTICE be and is hereby given that the Annual General Meeting of the members of **CITY UNION BANK LIMITED** will be held on Wednesday, the 23rd day of August, 2017, at 10:15 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, 2017 and the reports of Directors and Auditors thereon.

2. To declare dividend on equity shares for the Financial Year 2016-17.

3. To appoint a Director in place of Justice (Retd.) S.R. Singharavelu (DIN 03022233), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint auditors and to fix their remuneration and in this regard, 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 the Reserve Bank of India vide its letter No. DBS.ARS.No. 238/08.13.005/2017-18 dated 11th July, 2017, M/s Sundaram & Srinivasan, Chartered Accountants, Chennai, be and are hereby appointed as Statutory Central Auditors of the Bank in the place of retiring auditors M/s. P. Chandrasekar, Chartered Accountants, Bangalore from the conclusion of the forthcoming Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee of the Board, in addition to payment of any out of pocket expenses that may be incurred by them during the course of audit.**"**

SPECIAL BUSINESS

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

   "RESOLVED THAT the Board of Directors of the Bank be and is hereby authorized to appoint, in consultation with Statutory Central Auditors, the Branch Auditors who are qualified to act as Auditors, including Statutory Auditors pursuant to Section 139, 143(8) and other applicable provisions of the Companies Act, 2013 and the Rules made there under for the purpose of audit of the branches of the Bank for the year 2017-18 and to decide the Branch Offices to be audited by such Branch Auditors and to fix their remuneration and reimbursement of out of pocket expenses incurred in connection with the Audit, based on the recommendation of the Audit Committee of the Board. **"**

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

   "RESOLVED THAT pursuant to Article 26 of the Articles of Association of the Bank and the approval of RBI vide its letter no's.DBR.Appt.No. 12580/08.42.001/2016-17 dt. 24th April, 2017 and DBR.APPT.No.15196/08.42.001/2016-17 dt. 23rd June, 2017 in terms of Section 35B of the Banking Regulation Act, 1949 and applicable provisions of Companies Act, 2013, the re-appointment of Dr. N. Kamakodi (DIN 02039618) as the Managing Director & CEO of the Bank for a period of three years w.e.f., 1st May, 2017 as per the following terms, be and the same is hereby approved.**"**

Sl. No.	Terms of Remuneration	
01	Fixed pay	₹81.00 lakh per annum
02	Variable pay	₹3 lakh as Performance Bonus for Financial Year 2016
	PERQUISITES & ALLOWANCES	
03	House Rent Allowance	Provision for free furnished accommodation.
04	Entertainment Allowance	On actual basis and subscriptions to clubs should be restricted to 2 clubs.
05	Medical Aid including hospitalization	Reimbursement of actual medical expenses for self, spouse, dependent children and parents.
06	Subscription to newspapers / journals	Reimbursement of actual expenses incurred on subscription to newspapers & magazines including e-journals and other media as required.
07	Travelling and 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.
08	Telephone, mobile and internet facility	Reimbursement on actual basis
09	Education allowance for children	Reimbursement of expenses on actual basis for two children subject to a maximum of ₹15 lakh for two children on production of original bills / receipts.
10	Leave	As applicable to other executives of the Bank
11	Encashment of Privilege Leave	As applicable to other executives of the Bank
12	Leave Fare Concession	Once in a year anywhere in India or outside India for self and family by eligible class including incidentals.
13	Provident Fund	Bank's contribution to provident fund at 10% of Basic pay
14	Pension	As applicable to other executives of the Bank
15	Gratuity	As applicable to other officers of the Bank. However, as and when actual payment is proposed to be made, prior approval of RBI should be obtained.
16	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.
17	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.
18	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/-

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 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 Shri. Subramaniam Narayanan (DIN00166621) be and is hereby appointed as an Independent Director on the Board of the Bank, for a period of five years w.e.f. 23rd August, 2017 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 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, approval of members be and is hereby accorded for appointment of Shri. R. Mohan (DIN 06902614) as Independent Director on the Board of the Bank for the remaining term w.e.f., 23rd August, 2017 till 27th June, 2022 and that he shall not be liable to retirement by rotation.**"**

9. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modifications) or re-enactment(s) thereof for the time being in force) and Guidelines on Compensation of Non-Executive Directors of Private Sector Banks, applicable rules, circulars and other guidelines issued by the Reserve Bank of India, the Non-Executive Directors of the Bank (i.e. Directors who are neither the Managing Director nor the Whole Time Directors) except Non-Executive Part time Chairperson, be paid such sum by way of profit related commission / compensation for FY 2016-17, not exceeding in aggregate, one per cent of the net profits of the Bank as computed in the manner laid down in Section 198 of the Companies Act, 2013 or maximum of ₹10.00 lakhs to each of such Directors, whichever is lower, in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made with respect to the profits of the Bank for the FY 2016-17.**"**

   "RESOLVED FURTHER THAT the Board of Directors (including any duly constituted Committee of the Board of Directors) of the Bank, be and are hereby authorized to do all such acts, deeds and matters and things and to take all such steps as may be required in this connection including seeking all approvals as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.**"**

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

    "RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Bank, the SEBI Listing Regulations, 2015 and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, the provisions of the Foreign Exchange Management Act, 1999, applicable rules, regulations, guidelines or laws and / or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India, SEBI and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities") and subject to such conditions as may be prescribed by any one of them while granting any such approval,

consent, permission and / or sanction (hereinafter referred to as the "requisite approvals") which may be agreed to by the Board of Directors of the Bank (herein after called the "Board" which term shall be deemed to include any Committee which the Board may constitute 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 VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, whether or not such investors are existing members of the Bank, through one or more placements to raise an amount not exceeding ₹500 crore by issue of Equity shares of ₹1/- each at such price or prices, (whether at prevailing market prices or at permissible discount or premium to market prices in terms of applicable regulations) as the Board or the appointed Committee thereof may determine at its discretion in accordance with the relevant guidelines and where necessary in consultation with Lead Managers and / or Co-Managers and other Advisors."

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

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

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

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

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

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

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity shares the Board or a Committee be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement document(s) and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

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

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

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

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

11. To consider and if thought fit, to pass the following resolution, with or without modifications, as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 62 (1)(b) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force, subject to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and other Rules, Regulations, Guidelines, provisions of Memorandum and Articles of Association of the Bank and further subject to such approval, permissions and sanctions as may be necessary from SEBI, the Stock Exchanges, Reserve Bank of India, Govt. of India and other appropriate authorities as may be required and subject to such terms and conditions that may be prescribed or imposed by such authorities while granting such approval which may be agreed or accepted by the Board of Directors (hereinafter referred to as "the Board" which expression shall include Compensation Committee or any other Committee of the Board duly authorised by the Board in this regard) at its sole discretion, the consent of the members of the Bank be and is hereby accorded to create, issue, grant / allot upto 3 (three) crore equity stock options to the eligible present and future employees including Directors of the Bank in one or more tranches through Employees Stock Option Scheme (ESOS) of the Bank which entitles the option holders to subscribe to 1 (one) equity share of the Bank of face value of ₹1/- each and in aggregate 3 (three) crore equity shares totaling face value of ₹3 (three) crore at such price, in such manner, during such period and on such terms and conditions and in the manner as may be determined by the Board".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the ESOS on such terms and conditions as contained in the relevant Explanatory Statement to this notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the scheme from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or revive the ESOS."

"RESOLVED FURTHER THAT the new equity shares arising out of exercise of options by the eligible employees, issued and allotted by the Bank under the aforesaid ESOS shall rank pari passu in all respects with the then existing equity shares of the Bank."

"RESOLVED FURTHER THAT the Bank be and is hereby authorized to take necessary steps for listing of the securities allotted under ESOS on the stock exchanges where the securities of the Bank are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT in case Bank's equity share capital or its valuation is affected due to any corporate actions like issue of Bonus / Rights shares, any split or consolidation of face value of equity shares or any event of merger / consolidation, capitalization or other reorganization of the Bank, tender offer of equity shares or sale of undertaking the Board makes such adjustment with respect to stock options and take other action as it deems necessary or appropriate to reflect such corporate action including but without limitation the substitution of new stock options or adjustment of

outstanding stock options the acceleration of exercise period or the removal of restriction or outstanding stock options which shall however be subject to necessary approval."

"RESOLVED FURTHER THAT the said options may be granted / equity shares may be allotted in accordance with the scheme framed in that behalf, directly to such eligible employees."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions the Board be and is hereby authorised to do all such deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the members of the Bank in this regard."

"RESOLVED FURTHER THAT a Compensation Committee of majority of Independent Directors of the Bank as constituted by the Board be and is hereby authorized to identify the eligible employees and determine the number of options that may be offered to them pursuant to the scheme."

"RESOLVED FURTHER THAT the Bank do make an application to the National Securities Depository Limited and / or Central Depository Services (India) Limited for admission of the above said Equity Shares to be allotted under ESOS."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the MD & CEO or any one of the Directors of the Bank."

By Order of the Board
For CITY UNION BANK LIMITED

Place : Chennai
Date : 21st July, 2017

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 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 17th August, 2017 to 23rd August, 2017 (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 16th August, 2017.

   In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as on 16th August, 2017 as per details furnished by the Depositories for this purpose.

7. All relevant documents referred to in this Notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the Bank on all working days between 10:00 a.m. to 12:00 noon up to the date of AGM. This notice and the Annual Report will also be available 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 Computershare 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. The shareholders will also save on expenses for dematerialization.

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.

10. **UNCLAIMED DIVIDENDS**

    In terms of the relevant provisions of Section 124 and 125 of the Companies Act, 2013 and the relevant provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the unclaimed dividend and the underlying equity shares of the Bank for FY 2008-09 were liable to be transferred by the Bank to the IEPF authority. The unclaimed dividend for FY 2008-09 has been transferred to IEPF authority in accordance with the statutory provisions. However, the underlying shares in respect of such unclaimed dividend have not been transferred to IEPF authority by the Bank pursuant to clarification issued by the Ministry of Corporate Affairs.

The shareholders are accordingly requested to lodge their claims with "Karvy" for claiming their unclaimed dividends from FY 2009-10 to 2015-2016, before it is due for transfer. 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.

Both the unclaimed dividend and underlying equity shares transferred to IEPF authority by the Bank as aforesaid can be claimed from the IEPF authority subject to compliance with relevant procedures contained in the IEPF Rules.

11. Members holding shares in electronic form may note that Bank particulars registered against their respective depository accounts will be used by the Bank for payment of dividend. The Bank or "Karvy" cannot act on any request received directly from the members holding shares in electronic form for any change of Bank particulars or Bank mandates. Such changes are to be advised only to the Depository Participant of the members.

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 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 r/w 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 / Demat mode, as on the cut-off date, being 16th August, 2017, to exercise their right to vote by electronic means on all business items specified in the accompanying notice. The Remote e-voting commences on 19th August, 2017 (9:00 a.m.), and closes on 22nd August, 2017 (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.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.5

In terms of the provisions of Companies Act, 2013 and the Rules, if any, made there under, the Branch Offices of the Bank have to be audited either by Statutory Auditors or other qualified Auditors. 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 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.5 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.6

The Reserve Bank of India vide its letter No's. DBR.Appt.No.12580/08.42.001/2016-17 dated 24th April, 2017 and DBR.APPT.No.15196/08.42.001/2016-17 dated 23rd June, 2017, has accorded its approval for the re-appointment of Dr. N. Kamakodi, as Managing Director & CEO of the Bank for a period of three (3) years w.e.f. 01st May, 2017 till 30th April, 2020 on the terms and conditions as set out under resolution no.6. The appointment is in conformity with the provisions of Section 35B of the Banking Regulation Act, 1949 and Article 26 of the Articles of Association of the Bank.

The detailed profile of Dr. N. Kamakodi pursuant to SEBI Listing Regulations is furnished separately as part of this Notice.

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

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

Item No.7

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. Subramaniam Narayanan (DIN 00166621) as an Additional Director on the Board of the Bank in their Meeting held on 20th June, 2017. The Bank has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri. Subramaniam Narayanan for the office of the Director of the Bank.

The appointment of Shri. Subramaniam Narayanan is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Bank has received a declaration from Shri. Subramaniam Narayanan 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, Shri. Subramaniam Narayanan fulfils the conditions as specified in the Companies Act, 2013, Banking Regulation Act, 1949 and SEBI Listing Regulations, 2015. Shri. Subramaniam Narayanan is Independent of the management and possesses appropriate skills, experience and knowledge.

The detailed profile of Shri. Subramaniam Narayanan pursuant to SEBI Listing Regulations is furnished separately as part of this Notice.

Keeping in view his vast expertise and knowledge in Accounting & Finance, it will be in the interest of the Bank that Shri. Subramaniam Narayanan is appointed as an Independent Director on the Board of the Bank for a period of five years w.e.f. 23rd August, 2017.

The Board recommends the Resolution set out at Item No.7 of the Notice for approval by members as an Ordinary Resolution.

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

Item No.8

It is informed that Shri. R. Mohan, Director, is currently a Non-Executive Director on the Board of the Bank representing the majority sector in Banking, Agriculture and SSI. He was appointed as Non-Executive Director on 28th June, 2014 and at present as per the provisions of Section 149(6) of the Companies Act, 2013 the director is eligible to represent the Board as an Independent Director. The Director meets the criteria prescribed therein to become an Independent Director and has furnished a declaration to that effect. The Board based on the recommendations made by the Nomination Committee, at its meeting held on 20th June, 2017 considered and approved the appointment of Shri. R. Mohan as Independent Director subject to the approval of shareholders in the ensuing Annual General Meeting.

The detailed profile of Shri. R. Mohan pursuant to SEBI Listing Regulations is furnished separately as part of this Notice.

In view of the above, the appointment of Shri. R. Mohan as Independent Director on the Board of the Bank for the remaining term pursuant to the provisions of Banking Regulations Act, 1949, w.e.f., 23rd August, 2017 till 27th June, 2022 is being recommended to the shareholders for its approval.

The Directors recommend passing of the resolution set out under Item No.8 as an Ordinary Resolution.

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

Item No.9

The provisions of Section 197 of the Companies Act, 2013 permits payment of remuneration to Non executive Directors (who are neither Managing Directors nor Whole Time Directors) of the Bank by way of Commission / Compensation, if the Company authorizes such payment by way of a resolution of Members in the following manner:

One per cent (1%) of the net profits of the Bank, if there is a Managing or Whole-time Director or Manager; three per cent (3%) of the net profits in any other case.

Further, the Reserve Bank of India with an object to bring in more professionalism into the Boards of Bank, to attract and retain Professional Directors, notified guidelines on Compensation to Non-Executive Directors of Private Sector Banks besides payment of sitting fees for attending Board and Committee meetings (DBR.No..BC.97/29.67.001/2014-15 dated 01st June, 2015). Pursuant to such guidelines, the maximum remuneration which can be paid to each Non-Executive Director in the form of profit related commission is ₹1 million per annum (Rupees Ten lakh p.a) subject to the Compensation Policy of the Bank and the provisions of the Companies Act, 2013.

In terms of the aforesaid provisions and guidelines, it is proposed to remunerate the Non Executive Directors of the Bank by way of profit based Commission/ Compensation, the lowest of the limits for FY 2016-17:

Maximum of ₹10.00 lakhs per annum for each of such Non Executive Directors, in such manner and in all respect as may be decided by the Board of Directors; or

The Non-Executive Directors shall be paid such sum by way of profit related Commission/ Compensation not exceeding in aggregate one per cent (1%) of the net profits of the Bank as computed in the manner laid down in Section 198 of the Act.

Your Directors, therefore, recommend the resolution, as set forth in Item No.9 of this Notice for approval by the Members of the Bank.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non Executive Directors of the Bank to whom the resolution relates are concerned or interested in the resolution mentioned in item No.9.

Item No.10

The present Authorized Capital of the Bank is ₹100 crore and the Issued and Paid up Capital is ₹66.11 crore divided into 66,11,71,369 fully paid equity shares of face value of ₹1/- each. The shareholders funds at the end of Financial Year 2017 stood at ₹3,570 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. Though we sought shareholders approval in earlier years, we utilized it only once during July, 2014. Similarly, we would like to seek the shareholders approval for QIP issue upto ₹500 crore. It will be used judiciously at appropriate time depending upon the need and opportunity available.

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

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 Bank recognizes that in an increasingly competitive environment, rewarding its performing employees is critically imperative to continued success. The Stock Options are recognized as an effective tool to attract, reward, retain and motivate the employees. They create a sense of ownership among employees, provide an opportunity to employees to share in the growth of the Bank, create long term wealth in the hands of the employees and also provide performance linked rewards to the employees. The Bank has an existing employee stock option scheme CUB ESOS 2008, for 5 crore stock options which was approved by the shareholders of the bank at its Extraordinary General Meeting held on 26th April, 2008 and out of this 4, 17, 46, 286 options has been granted to the employees of the bank upto 31st March, 2017.

Considering the size of the Bank and its employees strength at present, the management of the Bank is keen to offer stock options to eligible employees and Directors pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014 'SBEB Regulations, 2014'. Accordingly the Bank has formulated an employee stock option scheme called "CUB ESOS – 2017" and the Compensation and Remuneration Committee of the Board shall administer the scheme.

Regulation 6 of the SBEB Regulations, 2014 requires that any ESOS for offering stock options to the employees of the Company must be approved by the shareholders by way of a Special Resolution. Furthermore, as the scheme will entail further shares to be offered to persons other than existing shareholders of the Company, consent of the members is required by way of a Special Resolution pursuant to the provisions of Section 62 of the Companies Act, 2013.

Accordingly the Board of Directors of the Bank recommends passing of the resolution set out under Item No.11 as Special Resolution pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 6 of SEBI SBEB Regulations, 2014 and all other applicable provisions of law for the time being in force.

All the Directors of the Bank are concerned or interested in the resolution, to the extent of the options / shares that may be offered to them under the scheme.

As per Regulation 6 and Regulation 14 of SBEB Regulations 2014, the key details of the aforesaid Scheme are set out below

Sl.No.	SEBI SBEB Provisions	Scheme Details
1.	Total number of options to be granted	The total number of options to be granted under this scheme shall not exceed three crore. One option entitles the holder of the options to apply for one equity share of the Bank. The options shall be granted to employees of the Bank under one or more series containing varies tranches as may be decided by the Board / Compensation and Remuneration Committee of the Board.
2.	Identification of classes of employees entitled to participate in the ESOS	All employees, as defined under the SBEB Regulations, 2014, of the Bank as applicable, will be entitled to participate in the scheme, subject to fulfillment of eligibility criteria(s) as may be specified in the SBEB Regulations, 2014 and / or as may be determined by the Compensation and Remuneration Committee of the Bank from time to time.
3.	Compensation Committee	The Bank has a Compensation & Remuneration Committee which shall deal with the Administration and Superintendence of CUB ESOS Scheme 2017.
4.	Requirements of vesting, period of vesting and maximum period of vesting	There shall be a minimum period of one year between the grant of options and vesting of options. The vesting shall happen in one or more tranches under each series, subject to the terms and conditions of vesting as may be stipulated by the Board which may include satisfactory performance of the employees. Each tranche shall be open for exercise to employees with a period of three (3) years from date of vesting.
5.	Exercise Price or Pricing Formula	At such price, in such manner, during such period, in one or more tranches and on such terms and conditions as the Board/ Compensation & Remuneration committee may decide, provided that the Exercise Price per option shall not be less than the par value of the equity share of the Bank and shall not be more than the market price as defined in the Guidelines.
6.	Exercise Period and the Process of Exercise	Exercise period under each series will commence from the vesting date and extend upto seven (7) years from the date of vesting of options. The options will be exercisable by the eligible employees by way of electronic notice to the designated officer of the Bank in such a manner to exercise the options, and on execution of such documents and payment for shares w.r.t., exercise of options with or without tax in a manner, as may be prescribed by the Board / Compensation and Remuneration Committee under the Scheme. The options will lapse if not exercised within the specified exercise period.
7.	Appraisal Process for determining the eligibility of employees to the ESOS	The Bank has a formal performance appraisal system established wherein the performance of the employees is assessed each year on the basis of various functional and managerial parameters. The appraisal process is revised at regular intervals as per emerging global standards.

Sl.No.	SEBI SBEB Provisions	Scheme Details
		Employees and Directors would be granted stock options based on performance linked parameters such as value creation, leadership, work performance, technical knowledge, period of service, designation and such other parameters as may be decided by the Board / Compensation and Remuneration Committee from time to time.
8.	Maximum number of options to be issued per employee and in aggregate	The maximum number of options per employee shall be decided by the Board / Compensation & Remuneration Committee, which shall not be equal to or exceed in any year 1% of the issued equity capital of the Bank at the time of grant of options.
9.	Implementation of scheme	The scheme shall be implemented directly by the Bank for issuing new shares.
10.	Accounting Methods	The Bank shall conform to the accounting policies specified in Regulation 15 of the SBEB Regulations, 2014, as may be amended, from time to time.
11.	Method of valuation of these options	The Bank shall use the intrinsic value method for valuation of the options. Since the Bank calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that would have been recognized if the fair value of the options had been used, will be disclosed in the Directors' Report and the impact of this difference on profits and on EPS of the Bank will also be disclosed in the Directors' Report.

By Order of the Board
For CITY UNION BANK LIMITED

Place : Chennai
Date : 21st July, 2017

V. Ramesh
Company Secretary

Profile of Directors being appointed / re-appointed as required under Regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Brief profile of Dr. N. Kamakodi

Name	Dr. N. Kamakodi
Father's Name	V. Narayanan
Date of Birth	26th July,1974
Qualification	B.Tech, MBA, CAIIB, Ph.D
Expertise	Banking
Date of first appointment in the Bank	18th June, 2003
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board Committees	Credit, Irregular Advances, Risk Management, Customer Service, Premises, Large Value Frauds, IT Strategy and CSR.
Other outside Directorships held	Nil
Shareholding in the Bank	16,90,626

Brief profile of Shri. Subramaniam Narayanan

Name	Subramaniam Narayanan
Father's Name	R.V. Narayanan
Date of Birth	02nd August, 1961
Qualification	PGDM-IIM(A), FCA, FCS, CWA
Expertise	Finance and Accountancy
Date of first appointment in the Bank	20th June, 2017
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board Committees	Audit, Risk Management, Customer Service, Stakeholders Relationship and IT Strategy.
Other outside Directorships held	i. Mcap Fund Advisors Pvt. Ltd. ii. NS Equity Advisors Pvt. Ltd. iii. Avon Mobility Solutions Pvt. Ltd. iv. Nucleus Software Exports. Ltd. v. Ganesha Ecosphere Ltd. vi. NCS Softsolutions Pvt. Ltd. vii. Nucleus Software Australia - Foreign Co.
Shareholding in the Bank	2,37,280

Brief Profile of Justice (Retd.) S. R. Singharavelu

Name	S. R. Singharavelu
Father's Name	Saranatham Ramalingam
Date of Birth	03rd August ,1947
Qualification	B.Sc., B.L.
Expertise	Agriculture and Rural Economy
Date of first appointment in the Bank	25th February, 2010
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board Committees	Credit, Irregular Advances, Customer Service, Nomination, Large Value Frauds and Stakeholders Relationship.
Other outside Directorships held	Nil
Shareholding in the Bank	8,619

Brief Profile of Shri. R. Mohan

Name	R. Mohan
Father's Name	Ramabadran R
Date of Birth	16th May, 1955
Qualification	B.Sc, MBA, CAIIB
Expertise	Banking, Agriculture and SSI
Date of first appointment in the Bank	28th June, 2014
Relationship with other Directors or Key Managerial Personnel of the Bank	Nil
Membership in Board Committees	Credit, Irregular Advances, Risk Management, Customer Service, Premises, Nomination, Compensation and Remuneration and CSR.
Other outside Directorships held	Nil
Shareholding in the Bank	1,20,000

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) Regulation, 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: **Saturday, the 19th August, 2017 at 9:00 a.m.**

   b) Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: **Tuesday, the 22nd August, 2017 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 **16th August, 2017.**

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. **16th August, 2017** 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-ID Client ID, the Member may send SMS:

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

Example for NSDL:	Example for CDSL:	Example for Physical:
MYEPWD<SPACE>IN1234561234567	MYEPWD<SPACE>1402345612345678	MYEPWD<SPACE>(EVENTNO)XXXX1234567890

   b) If e-mail address or mobile number of the member is registered against Folio No./ DP-ID Client ID, then on the home page of **https://evoting.karvy.com,** the Member may click " Forgot Password" and enter Folio No. or DP-ID 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 person to be contacted for issues relating to e-voting:

Shri. Prem Kumar
Karvy Computershare 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: Shri. B. K. Sundaram & Associates, Practicing Company Secretaries.

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 ID & 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 demat 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. 16th August, 2017 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 Computershare 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 venue, 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.

CITY UNION BANK LIMITED

CIN: L65110TN1904PLC001287
Regd. Off.: 149, T.S.R (Big) Street, Kumbakonam - 612 001
Phone: 0435-2432322, Fax: 0435-2431746
e-mail: shares@cityunionbank.com ; website: www.cityunionbank.com

PROXY FORM (Form No. MGT-11)

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

CIN	L65110TN1904PLC001287
Name of the Company	CITY UNION BANK LIMITED
Registered Office	149, T.S.R (Big) Street, Kumbakonam - 612 001

Name of the member(s)	
Registered address	
e-mail ID	
Registered Folio No. / DP-ID & Client ID.	

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

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

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the Annual General Meeting of the Bank, to be held on Wednesday the 23rd day of August, 2017 at 10:15 a.m. at "Raya Mahal", 45-46, Gandhi Adigal Salai, Kumbakonam - 612 001, and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Sl. No.	RESOLUTIONS
	ORDINARY BUSINESS
1.	To receive, consider and adopt the Audited Financial Statements of the Bank for the Financial Year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
2.	To declare Dividend for the Financial Year 2016-17.
3.	To appoint a Director in the place of Justice (Retd.) S.R. Singharavelu (DIN 03022233), who retires by rotation and being eligible, offers himself for re-appointment.
4.	Appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Central Auditors of the Bank for FY 2017-18.
	SPECIAL BUSINESS
5.	Approval for appointment of Branch Auditors and to fix their remuneration.
6.	Re-appointment of Dr. N. Kamakodi (DIN 02039618) as Managing Director & CEO of the Bank.
7.	Appointment of Shri. Subramaniam Narayanan (DIN00166621) as Independent Director.
8.	Appointment of Shri. R. Mohan (DIN 06902614) as Independent Director.
9.	Profit Related Commission to Non-Executive Directors of the Bank for FY 2016-17.
10.	Approval for raising capital through QIP Issue.
11.	Approval for grant of stock options to employees of the bank under CUB ESOS Scheme 2017.

Signed this ..... day of ..... 2017.

Affix ₹ 1/- Revenue Stamp

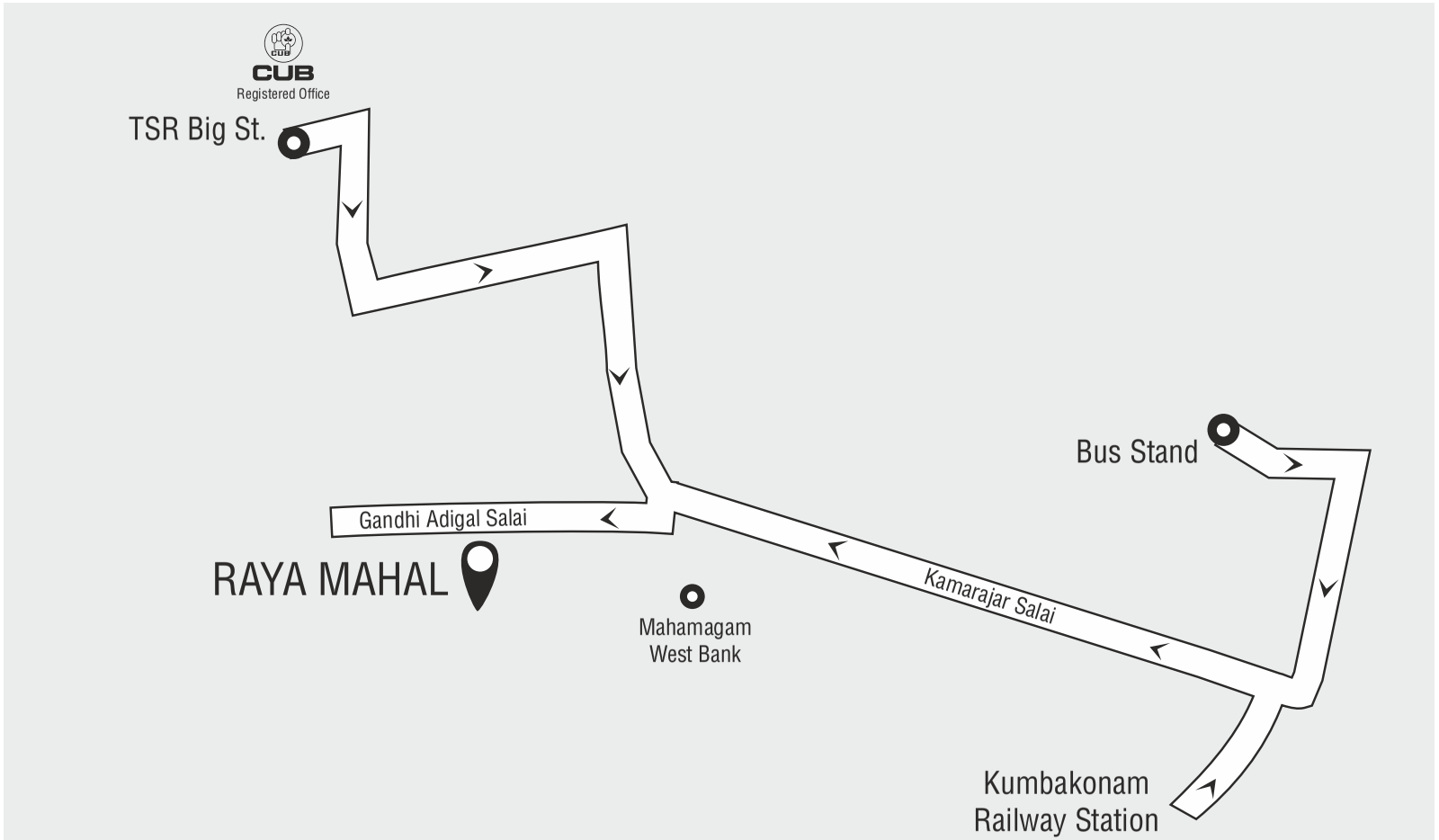
Signature of Shareholder :

Signature of Proxy holder(s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Administrative Office of the Bank addressed to The Company Secretary, CITY UNION BANK LIMITED, "NARAYANA", No. 24B, Gandhi Nagar, Kumbakonam-612 001, not less than 48 hours before the commencement of the Meeting (i.e. on or before10:15 a.m. on Monday, the 21st August, 2017). The proxy need not be a member of the Bank.

Annual General Meeting of CITY UNION BANK LTD.

Way to Meeting Venue



Location Map of RAYA MAHAL

Day, Date & Time :	Venue :
Wednesday, 23rd August, 2017 at 10:15 A.M.	**"RAYA MAHAL", 45 - 46, GANDHI ADIGAL SALAI, KUMBAKONAM - 612001.**