

Ref: ISD/18-19/423

March 26, 2019

The Deputy General Manager, Corporate Relationships Dept. BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. Scrip Code-532 477	The Deputy General Manager, Listing Dept. National Stock Exchange of India Ltd. Exchange Plaza, Plot No.C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. Scrip Symbol/Series-UNIONBANK-EQ
--	---

Dear Madam/Sir,

**Subject: Submission of Proceedings & Voting Results of Extraordinary General Meeting of the Bank held on March 26, 2019 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We hereby inform that the Extraordinary General Meeting (EGM) of the Bank was held at Mumbai on March 26, 2019 at 11.00 AM, as informed to the Stock Exchange earlier.

In this regard, we are now pleased to enclose the following:

1. Proceedings of the Extraordinary General Meeting pursuant to point 13 of Para A of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Consolidated Voting Results i.e. Aggregate of Remote E-Voting and Voting held at the meeting in prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 4, 2015. Based on the Results in respect of the agenda item, the Resolution is passed with requisite majority.
3. The summary of Consolidated Scrutinizer's Report.

This is for your information and appropriate dissemination.

Thanking you.

Yours faithfully,



(Mangesh Mandrekar)  
Company Secretary

Encl.: As above.

Proceedings of the Extraordinary General Meeting of Union Bank of India  
held on Tuesday, March 26, 2019 at Mumbai

- In accordance with the Notice dated February 26, 2019, the Extraordinary General Meeting (EGM) of the Bank was held on Tuesday, March 26, 2019 at 11:00 a.m. at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400020.
- The Extraordinary General Meeting commenced at 11:00 a.m. Shri A. Narayanan, Board Secretary confirmed that the necessary quorum of minimum 5 shareholders in accordance with Regulation 58 of the Union Bank of India (Shares and Meetings) Regulations, 1998 is present at the meeting.
- Shri Kewal Handa, Chairman of the Bank, chaired the meeting and after ascertaining the presence of quorum, welcomed the shareholders present and called the meeting in order.
- The Chairman informed the Shareholders that the Notice convening the EGM was mailed to all the eligible Shareholders and also published in the newspapers. With the permission of the Shareholders it was taken as read.
- The Chairman then took up the Agenda Item of the meeting i.e. raising of capital by issue of equity shares on preferential basis to Government of India (GoI) upto Rs. 4,112 Crores. He informed as under -
  - In order to further strengthen the capital position of the Bank under Basel III norms, the Bank is seeking approval from its shareholders to raise capital funds by way of allotment of equity shares on preferential basis to Government of India.
  - The Bank will raise equity capital to the tune of Rs. 4,112 crores to the Government of India on preferential basis after shareholders' approval.
  - The Issue Price is determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018. The Issue price so determined is Rs. 78.84 (including a premium of Rs. 68.84) per Equity Share of the face value of Rs. 10.00 considering Relevant Date for ascertaining the Issue Price as Friday, February 22, 2019.
- The Chairman informed that the Bank has obtained a certificate from M/s CNK & Associates LLP, Chartered Accountants, certifying the correctness of Issue Price of Rs. 78.84 per equity share and compliance with SEBI (ICDR) Regulations, 2018. The same was placed before the shareholders for information.
- The Chairman informed that the Bank has appointed M/s. Central Depository Services (India) Limited (CDSL) as e-voting agency and Mr. Ankur Kumar, M/s Ezy Laws, Advocates & Corporate Legal Advisors as Scrutinizer to oversee the remote E-voting process and voting at the venue. Mrs. Daphne C. Dmonte a shareholder of the Bank was also appointed to act as the shareholder scrutinizer.
- **E-Voting Facility:** The Chairman further informed that in terms of Regulation 44 of the SEBI (LODR) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended the Bank provide remote e-voting facility to

*Handwritten signature*





the shareholders to vote on the agenda item from 9.00 a.m. on Saturday, March 23, 2019 to 5.00 p.m. on Monday, March 25, 2019.

- He also informed that for the benefits of the esteemed Shareholders/Proxies present in the meeting and who did not participate in the remote e-voting, the Bank has also made arrangements for voting through electronic means at the venue of the meeting.
- The Chairman then invited participation of the shareholders for discussing the agenda item.
- The Chairman & Shri Rajkiran Rai G., Managing Director & CEO of the Bank replied to the queries of the Shareholders.
- The Chairman informed that the Results of the e-voting done in EGM with Results of remote e-voting will be placed on the website of the Bank and CDSL, "the Agency" appointed by the Bank for facilitating e-voting, within 48 hours of conclusion of EGM.
- The Chairman thanked all the Shareholders for their presence and support.
- After casting of the Votes by all the shareholders present, the Extraordinary General Meeting stood closed.

Based on the Results of the E-voting and remote E-voting conducted in respect of the agenda item, the Resolution is passed with requisite majority.

Place : Mumbai.  
Date : March 26, 2019



For Union Bank of India

*Mangesh Mandrekar*  
(Mangesh Mandrekar)  
Company Secretary

UNION BANK OF INDIA - EGM Date March 26, 2019

Date of the EGM	March 26, 2019
Total number of shareholders on record date	2,53,853
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	1
Public:	131
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	-
Public:	-

Resolution required: (Ordinary/Special)			Special Issue of 52,15,62,658 (Fifty Two Crore Fifteen Lakh Sixty Two Thousand Six Hundred Fifty Eight) equity shares of Rs.10/- each (Rupees Ten only) for cash at an Issue Price of Rs. 78.84 (Rupees Seventy Eight and Eighty Four Paise Only) per share including premium of Rs. 68.84 (Rupees Sixty Eight and Eighty Four Paise Only) per share determined in accordance with Regulation 164(1) of ICDR Regulations and aggregating up to Rs.4,112 Crore (Rupees Four Thousand One Hundred and Twelve Crore Only) to Government of India (i.e. President of India) on Preferential Basis.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes - in Favour	No. of Votes - Against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
		1	2	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(5) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	787914581	787914581	100.0000	787914581	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		787914581	787914581	100.0000	787914581	0	100.0000
Public - Institutions	E-Voting	285358496	238802331	83.6850	231372544	7429787	96.8887	3.1113
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (If Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		285358496	238802331	83.6850	231372544	7429787	96.8887
Public - Non Institutions	E-Voting	95300304	2441892	2.5623	2440773	1119	99.9542	0.0458
	Poll		26980	0.0283	26979	1	99.9963	0.0037
	Postal Ballot (If Applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		95300304	2468872	2.5906	2467752	1120	99.9546
Total		1168573381	1029185784	88.0720	1021754877	7430907	99.2780	0.7220

*Mangesh Mendhekar*



**Combined Scrutinizer's Report on Remote E-Voting & Voting Conducted at the  
EGM of Union Bank of India held on 26<sup>th</sup> March, 2019**

To  
The Chairman of the Meeting  
Union Bank of India  
Mumbai

Meeting: **Extra Ordinary General Meeting**

Date and Time: **Tuesday, 26<sup>th</sup> March, 2019 at 11.00 a.m.**

Venue : **Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K.M.  
Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate,  
Mumbai - 400020**

Dear Sir,

1. I, Ankur Kumar of M/s Ezy Laws, Advocate & Corporate Legal Advisors have been appointed as a scrutinizer by:
  - i. The Union Bank of India (**Bank**) for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (**Rules**) and
  - ii. The Chairman of the Extra Ordinary General Meeting (**EGM**) on voting by Poll under the provision of Regulation 61A of Union Bank of India (Shares and Meetings) Regulations, 1998 on the resolution contained in the notice to the Extra Ordinary General Meeting of the members of the Bank held on Tuesday, 26<sup>th</sup> March, 2019 at 11.00 a.m. at Rama & Sundri Watumull Auditorium,



1

Vidyasagar, Principal K.M. Kundnani Chowk, 124, Dinshaw Wachha Road,  
Churchgate, Mumbai - 400020.

- iii. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relevant SEBI circular in this regard.
2. The management of the Bank is responsible to ensure the compliance with the requirement under Regulation 61A of Union Bank of India (Shares and Meetings) Regulations, 1998, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. My responsibility as the scrutinizer of the Poll and e-voting process is restricted to make the scrutinizer's report of the vote cast "in favour" or "against" the resolution stated herewith, w.r.t. remote e-voting based on the report generated on remote e-voting system provided by Central Depository Services (India) Limited ('CDSL') the authorised agency engaged by Bank to provide e-voting facilities.
3. The CDSL had provided a system for recording the votes of the Members electronically on the item of the business sought to be transacted in the EGM of the Bank, which was held on Tuesday, 26<sup>th</sup> March, 2019.
4. The CDSL had set up electronic voting facility on their website, www.evotingindia.com. The Bank had uploaded the item of the business to be transacted at the EGM on the website of the Bank and also on CDSL's said website to facilitate its members to cast their vote through Remote E-Voting.
5. The cut-off date for the dispatch of the Notice of the EGM was **15<sup>th</sup> February, 2019** and as on that date there were **2,54,566** members of the Bank.



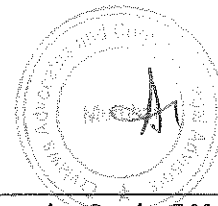
6. The Bank had sent the Notices of the EGM and e-voting details by email to 1,19,530 Members whose email Ids were made available by the Depositories and for those members, holding in physical form, who had registered email Ids with the RTA.
7. In respect of 1,35,036 Members, whose email Ids are not available, the Notices were sent by speed post/courier.
8. The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rules.
9. The Bank has completed the dispatch of the Notices to the members on 28<sup>th</sup> February, 2019.
10. As prescribed in clause (v) of sub rule 4 of the Rule 20, the Bank also issued notice, which was published more than 21 days before the date of the EGM in three newspapers namely- All editions of Business Standard (English & Hindi), Free Press Journal (English) and Navshakti (Marathi) on 3<sup>rd</sup> March, 2019. The notice published in the newspapers carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20, as amended.
11. Tuesday, 19<sup>th</sup> March, 2019 was the Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolution placed for approval of the Members at EGM.
12. As prescribed by the Rules, the remote e-voting facility was kept open for three days from Saturday, 23<sup>rd</sup> March, 2019 at 9.00 am to Monday, 25<sup>th</sup> March, 2019 at 5.00 pm.
13. At the end of remote e-voting period on 25<sup>th</sup> March, 2019 at 5.00 pm, the evoting portal of CDSL was blocked forthwith.



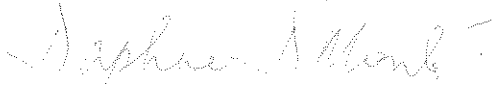
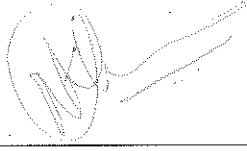
14. In accordance with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again at the General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of General Meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/ folios, number of shares held but not the manner in which they have voted. Accordingly, CDSL, the remote e-voting agency provided us with names, DP ID & Client ID folios and shareholding of Shareholders who had cast their votes through remote e-voting.

#### **Voting at the EGM**

15. At the venue of the EGM of the Bank held on 26<sup>th</sup> March, 2019, the facility to vote through electronic means (insta poll) had been provided to facilitate those members present in the meeting but could not participate in the remote e-voting to record their votes.
16. Ms. Daphne Clynton D'Monte, Shareholder of the Bank (DP ID & Client ID: IN13025900017421) was also appointed as a Scrutinizer representing Shareholders of the Bank for scrutinizing voting at the EGM
17. On 26<sup>th</sup> March, 2019, after counting of the votes conducted at the venue of the EGM through electronic means (insta polls), the votes cast through remote e-voting was duly unblocked by me as a scrutinizer in the presence of Ms. Daphne Clynton D'Monte (DPID IN13025900017421) and Ms. Nazneen Khan who are not in the employment of the Bank, who acted as the witnesses, as prescribed in sub-rule 4 (xii) of the said Rule 20, as amended. They have signed below in confirmation of the votes being unblocked in their presence.





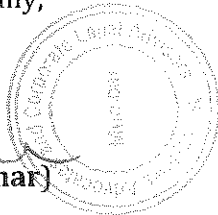
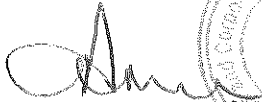
	
Ms. Daphne Clynton D'Monte	Ms. Nazneen Khan

18. The votes were reconciled with the records maintained by the Bank and RTA with respect to the authorizations / proxies lodged with the Bank.
19. It was observed that
- 167 Members had cast their votes through remote e-voting.
  - 68 Members had cast their votes through electronic means (insta poll) at the venue of the EGM.
20. Pursuant to provision of Section 3 (2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980, voting rights of shareholders other than the Central Government shall be restricted to 10% of the total voting rights of all shareholders of Bank.
21. Thereafter, as requested by management, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the members and the poll done through electronic means (insta poll) at the venue of the EGM and the combined report on the results of remote e-voting together with that of Poll with respect to item on the agenda as set out in the notice of the EGM dated 26<sup>th</sup> February, 2019 is enclosed.
22. Based on the aforesaid results, the Special Resolution as contained in Item no. 1 of the EGM notice dated 26<sup>th</sup> February, 2019 stands passed under remote e-voting and polling conducted through electronic means (insta poll) at the EGM with the requisite majority and hence deemed to be passed as on the date of the EGM.



The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signed the Minutes of the EGM.

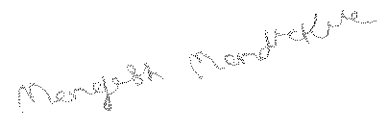
Thanking You,  
Yours faithfully,



(Ankur Kumar)  
Advocate  
MAH/5718/2011

Place: Mumbai  
Date: 26<sup>th</sup> March, 2019

I have received the report :



Signed by Shri. Mangesh Mandrekar  
(Company Secretary)

Place: Mumbai  
Date: 26<sup>th</sup> March, 2019


## Consolidated Results of E-Voting & Poll at the EGM

### Item No. 1 - Special Resolution

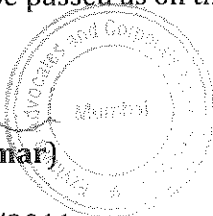
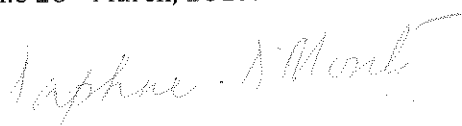
To create, offer, issue and allot upto 52,15,62,658 ( Fifty Two Crore Fifteen Lakh Sixty Two Thousand Six Hundred Fifty Eight) equity shares of the Bank of Rs. 10/- each (Rupees Ten only) for cash at an issue price of Rs. 78.84/- (Rupees Seventy Eight and Eighty Four Paise only) per share including premium of Rs. 68.84/- (Rupees Sixty Eight and Eighty Four Paise only) per share determined in accordance with Regulation 164(1) of ICDR Regulations and aggregating upto Rs. 4,112 Crore ( Rupees Four Thousand One Hundred and Twelve Crore only) to the Government of India ( i.e. President of india) on preferential basis.

Particulars	Number of			Number of votes contained in			%
	Poll	Remote E-Votes	Total	Poll	Remote E-Votes	Total	
<b>Assent</b>	67	154	221	26979	1021727898	<b>1021754877</b>	<b>99.2780</b>
<b>Dissent</b>	1	13	14	1	7430906	<b>7430907</b>	<b>0.7220</b>
<b>Abstain</b>	0	0	0	0	0	<b>0</b>	<b>0</b>
<b>Invalid</b>	0	0	0	0	0	<b>0</b>	<b>0</b>
<b>Total</b>	<b>68</b>	<b>167</b>	<b>235</b>	<b>26980</b>	<b>1029158804</b>	<b>1029185784</b>	<b>100.00</b>

Based on the aforesaid results, the Special Resolution as contained in Item no. 1 of the EGM notice dated 26<sup>th</sup> February, 2019 stands passed with the requisite majority and hence deemed to be passed as on the date of the EGM i.e 26<sup>th</sup> March, 2019.



(Ankur Kumar)  
 Advocate  
 MAH/5718/2011

( Daphne Clynton D'Monte)  
 Shareholder Scrutinizer

Place: Mumbai  
 Date: 26<sup>th</sup> March, 2019