

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **17<sup>th</sup> (Seventeenth) Annual General Meeting ("AGM")** of the Shareholders of Union Bank of India ("**Bank**") will be held on **Friday, 28<sup>th</sup> June, 2019 at 11.00 A.M. at Rama & Sundri Watumull Auditorium, K. C. College, Dinshaw Wachha Road, Churchgate, Mumbai – 400020** to transact the following:

### Ordinary Business:

#### Item No. 1

To discuss, approve and adopt the Balance Sheet of the Bank as at **31<sup>st</sup> March 2019**, Profit and Loss Account for the year ended on that date, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors' Report on the Balance Sheet and Accounts.

### Special Business:

#### Item No. 2

#### To raise Capital through FPO/Rights/QIP/Preferential allotment etc.

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

**"RESOLVED THAT** pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 ("**Act**"), the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970 ("**Scheme**") and the Union Bank of India (Shares and Meetings) Regulations, 1998 as amended from time to time and subject to the approvals, consents, permissions and sanctions, if any, of the Reserve Bank of India ("**RBI**"), the Government of India ("**GOI**"), the Securities and Exchange Board of India ("**SEBI**"), and/or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to the regulations viz. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**") as amended up to date, guidelines, if any, prescribed by the RBI, SEBI, notifications/circulars and clarifications under the Banking Regulation Act, 1949, Securities and Exchange Board of India Act, 1992 and all other applicable laws and all other relevant authorities from time to time and subject to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "**the Board**" which shall be deemed to include any Committee which the Board may

have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of an offer document / prospectus or such other document, in India or abroad, such number of equity shares, upto ₹ **4,900 crore (Rupees Four Thousand Nine Hundred Crore Only)** (including premium, if any) which together with the existing Paid-up Equity share capital of ₹ **1,763.02 crore (Rupees One Thousand Seven Hundred Sixty Three Crore and Two Lakhs Only)** will be within ₹ **3,000 crore (Rupees Three Thousand Crore Only)**, being the ceiling in the Authorised Capital of the Bank as per section 3 (2A) of the Act or to the extent of enhanced Authorised Capital as per the amendment (if any) that may be made to the Act in future, in such a way that the Central Government shall at all times hold not less than 51% of the paid-up Equity Capital of the Bank, whether at a discount or premium to the market price, in one or more tranches, including to one or more of the shareholders, employees of the Bank, Indian nationals, Non-Resident Indians ("**NRIs**"), Companies, private or public, investment institutions, Societies, Trusts, Research organisations, Qualified Institutional Buyers ("**QIBs**") like Foreign Institutional Investors ("**FII**s"), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity/securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank."

**"RESOLVED FURTHER THAT** such issue, offer or allotment shall be by way of public issue (i.e. follow-on-Public Issue) and/ or rights issue and/or private placement, including Qualified Institutional Placements with or without over-allotment option and that such offer, issue, placement and allotment be made as per the provisions of the Act, ICDR Regulations, Listing Regulations and all other guidelines issued by the RBI, SEBI and any other authority as applicable and at such time or times in such manner and on such terms and conditions as the Board may, in its absolute discretion, think fit."

**"RESOLVED FURTHER THAT** the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and/or underwriters and/or other

advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, other regulations and any and all other applicable laws, rules, regulations and guidelines, whether or not such investor(s) are existing shareholders of the Bank, at a price not less than the price as determined in accordance with relevant provisions of ICDR Regulations.”

**“RESOLVED FURTHER THAT** in accordance with the provisions of the Listing Regulations, the provisions of the Act, the provisions of the Union Bank of India (Shares and Meetings) Regulations, 1998, the provisions of ICDR Regulations, the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, and subject to requisite approvals, consents, permissions and/or sanctions of Securities and Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI), Department of Industrial Policy and Promotion - Ministry of Commerce (DIPP), Ministry of Finance and all other authorities as may be required (hereinafter collectively referred to as “the Appropriate Authorities”) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “the requisite approvals”) the Board, may at its absolute discretion, issue, offer and allot, from time to time in one or more tranches, equity shares or any securities other than warrants, which are convertible into or exchangeable with equity shares at a later date, in such a way that the Central Government at any time holds not less than 51% of the Equity Capital of the Bank, to Qualified Institutional Buyers (QIBs) (as defined in Chapter VI of the ICDR Regulations) pursuant to a qualified institutional placement (QIP), as provided for under Chapter VI of the ICDR Regulations, through a placement document and / or such other documents / writings / circulars / memoranda and in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other provisions of the law as may be prevailing at that time.”

**“RESOLVED FURTHER THAT** in case of a Qualified Institutional Placement pursuant to Chapter VI of the ICDR Regulations:

- a) The allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VI of the ICDR Regulations, such securities shall be fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of this resolution.”

- b) The Bank in pursuant to provision of Regulation 176(1) of ICDR Regulations authorized to offer shares at a discount of not more than five percent on the floor price as determined in accordance with the ICDR Regulations.
- c) The relevant date for the determination of the floor price of the securities shall be in accordance with the ICDR Regulations.”

**“RESOLVED FURTHER THAT** the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the GOI/ RBI/SEBI/Stock Exchanges where the shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.”

**“RESOLVED FURTHER THAT** the issue and allotment of new equity shares / securities if any, to NRIs, FIIs and/or other eligible foreign investments be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits set forth under the Act.”

**“RESOLVED FURTHER THAT** the said new equity shares to be issued shall be subject to the Union Bank of India (Shares and Meetings) Regulations, 1998, as amended, and shall rank in all respects pari passu with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of equity shares/securities, the Board be and is hereby authorized to determine the terms of the public offer, including the class of investors to whom the securities are to be allotted, the number of shares/securities to be allotted in each tranche, issue price, premium amount on issue as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as they may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the public offer, issue, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Bank, without requiring any further approval of the shareholders and that all or any of the powers conferred on the Bank and the Board vide this resolution may be exercised by the Board.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to enter into and execute all such arrangements with any Book Runner(s), Lead Manager(s), Banker(s), Underwriter(s), Depository(ies), Registrar(s), Auditor(s) and all such agencies as may be involved or concerned in such offering of equity / securities and to remunerate all such institutions and agencies by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Underwriters, Advisors and/or other persons as appointed by the Bank, be and is hereby authorized to determine the form and terms of the issue(s), including the class of investors to whom the shares/securities are to be allotted, number of shares/securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of Securities, rate of interest, redemption period, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, the price, premium or discount on issue/conversion of Securities, rate of interest, period of conversion, fixing of record date or book closure and related or incidental matters, listings on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.”

**“RESOLVED FURTHER THAT** such of these shares / securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law.”

#### NOTES:

##### 1. EXPLANATORY STATEMENT

The Explanatory Statement setting out the material facts in respect of the business agenda no. 2 of the meeting is annexed hereto.

##### 2. APPOINTMENT OF PROXY

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy (other than an officer or an employee of the bank) to attend and vote instead of himself/herself and the proxy need not be a shareholder of the Bank. As per Regulation 70(vi) of Union Bank of India (Shares and Meetings) Regulations, 1998, the grantor of an instrument of proxy shall not be entitled to vote in person at the meeting to which such instrument relates. No instrument of Proxy shall be valid unless it is in Form “B” as annexed in the Annual Report.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deems necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the shares/ securities and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorise to the end and intent, that the shareholders shall be deemed to have given their approval thereto expressly by the authority of the Resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the Committee of Directors for Raising of Capital Funds or the Managing Director & CEO or to the Executive Director(s) to give effect to the aforesaid Resolutions.”

By order of the Board of Directors  
For UNION BANK OF INDIA



(Rajkiran Rai G.)

Managing Director & CEO

Place : Mumbai

Date : 15<sup>th</sup> May, 2019

The Proxy, in order to be effective, must be received at Central Office of the Bank addressed to **Company Secretary, Investor Services Division, Union Bank of India, 12<sup>th</sup> Floor, Union Bank Bhavan, 239, Vidhan Bhavan Marg, Nariman Point, Mumbai – 400021**, not less than four days before the date of meeting i.e. on or before the closing hours of the Bank at **5.00 p.m. on Friday, 21<sup>st</sup> June, 2019** together with the Power of Attorney or other authority, if any, under which it is signed or a copy of that Power of Attorney or other authority certified as a true copy by a Notary Public or a Magistrate unless such Power of Attorney or other authority has been previously deposited and registered with the Bank.

##### 3. APPOINTMENT OF AUTHORISED REPRESENTATIVE

No person shall be entitled to attend or vote at the meeting as a duly authorized representative of a Company or any Body Corporate which is



a shareholder of the Bank, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the Head Office of the Bank at the address given above, not less than FOUR DAYS before the date of meeting i.e. on or before the closing hours of the Bank i.e. **5.00 p.m. on Friday, 21<sup>st</sup> June, 2019.**

#### 4. ATTENDANCE SLIP-CUM-ENTRY PASS

For the convenience of the shareholders, Attendance Slip-Cum-Entry Pass is also dispatched along with this Report, with requisite details pre-printed with the e-voting log-in id and password. Shareholders have an option to cast their votes by using remote e-voting platform. Those who do not exercise remote e-voting facility can cast their vote by using e-voting facility available at the venue of the meeting on the date of the AGM. Such Shareholders/ Proxy holders / Authorized Representatives are requested to verify the details printed on the Attendance Slip and fill-in blanks, if any and affix their signatures at the space provided therein and surrender the same at the venue of the meeting. Proxy/ Authorized Representative of shareholders should state on the Attendance Slip-Cum-Entry Pass as "Proxy" or "Authorized Representative" as the case may be. The Attendance Slip-Cum-Entry Pass is to be surrendered at the time of entry to the venue of the AGM.

#### 5. BOOK CLOSURE

The Register of Shareholders and Share Transfer Books of the Bank will remain closed from **Saturday, 22<sup>nd</sup> June, 2019 to Friday, 28<sup>th</sup> June, 2019** (both days inclusive) for the purpose of AGM.

#### 6. UNCLAIMED/UNPAID DIVIDEND, IF ANY

The shareholders who have not encashed their Dividend Warrants / not received dividend of previous periods, if any, are requested to contact the Bank's RTA or Bank's Investors Services Division for payment of unclaimed/unpaid dividend.

Shareholders are requested to carefully note that pursuant to Section 10B of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, dividend remained unclaimed/unpaid for 30 days from the date of its declaration shall be transferred to the "Unpaid Dividend Account" within 7 days from the date of expiry of such period of 30 days.

The amount transferred to the said "Unpaid Dividend Account" and remained unclaimed/unpaid for a period of seven years from the date of transfer, is required to be transferred to the Investors Education and Protection Fund (IEPF) established

by the Central Government under Section 125 of the Companies Act, 2013. While the Bank has already transferred unpaid dividend up to FY 2010-11 to IEPF, for the details of unpaid dividend from FY 2011-12, the Shareholders may visit unclaimed dividend search facility made available on Bank's website under following link: <https://eremit.unionbankofindia.co.in/UnclaimedDividend/GUIs/CustomList.aspx> Procedure to claim unclaimed dividend and requisite forms are also made available on the above link.

#### 7. CHANGE OF ADDRESS / BANK PARTICULARS / BANK ACCOUNT MANDATE

- a) The Bank for payment of dividend uses the details of Bank Account registered with the NSDL/CDSL and downloaded by RTA from the respective Depository. Shareholders holding shares in electronic form are hereby informed that Bank particulars registered against their respective depository account should be updated with their respective Depository Participant ("DP") so as to get updated before the commencement of the Book closure. The Bank or its RTA cannot act on any request received directly from the shareholders 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 shareholder.
- b) Shareholders holding shares in physical form are requested to send formal request application duly signed along with a valid documentary evidence for updation of any change of address and for updation of Bank Account Details send formal request application duly signed along with a cancelled cheque to the Bank's RTA at the following address:  
**Datamatics Business Solutions Ltd.,**  
Unit: Union Bank of India,  
Plot No. B-5, Part B,  
MIDC, Crosslane, Marol,  
Andheri (East),  
Mumbai – 400 093.
- c) The format for providing Bank account details is annexed to the Annual Report and is also available on the website of the Bank [www.unionbankofindia.co.in](http://www.unionbankofindia.co.in)
- d) Shareholders holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Bank or Bank's RTA.
- e) Shareholders are requested to invariably quote

their respective folio number/s (for those holding shares in physical form) and their respective DP Id / Client Id number (for those holding shares in electronic/demat form) in any correspondence with the Bank or Bank's RTA.

## 8. RECORDING OF CHANGE OF STATUS

Non-Resident Indian Shareholders are requested to inform the RTA of the Bank – Datamatics Business Solutions Ltd., immediately of:

- The change in the Residential status on return to India for permanent settlement.
- The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with PIN, if not furnished earlier.

## 9. COPIES OF ANNUAL REPORT

Please note that copies of the Annual Report 2018-19 in physical form shall be dispatched using the services of Indian Post/Courier to those Shareholders who have not registered their Email IDs with the Bank and in soft copy by Email to those shareholders who have registered their Email IDs with the Bank/DP. The Annual Report will also be hosted on the website of the Bank. The Annual Report will not be distributed at the AGM and hence shareholders are requested to bring their copies of the Annual Report at the meeting.

## 10. CUT OFF DATE FOR E-VOTING

Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Voting Rights of the shareholders in respect of agenda items no. 1 & 2 shall be reckoned as on **Friday, 21<sup>st</sup> June 2019**.

## 11. VOTING RIGHTS

In terms of the provisions of sub-section (2E) of Section 3 of the Banking Companies (Acquisitions & Transfer of Undertakings) Act, 1970, no shareholder of the corresponding new Bank, other than the Central Government, shall be entitled to exercise voting rights in respect of any shares held by him/her in excess of **ten per cent of the total voting rights of all the shareholders of the Bank**.

Subject to the above, as per Regulation 68 of the Union Bank of India (Shares and Meetings) Regulations, 1998, each shareholder who has been registered as a shareholder on the **Cut-Off Date i.e. Friday, 21<sup>st</sup> June 2019** shall have one vote for each share held by him/her.

As per Regulation 10 of the Union Bank of India (Shares and Meetings) Regulations, 1998, if any

share stands in the names of two or more persons, the person first named in the register shall, as regards voting, be deemed to be the sole holder thereof. Thus, if shares are in the name of joint holders, then first named person only is entitled to attend the meeting and is also only eligible to nominate, contest and vote in the Elections.

## 12. INFORMATION ON ACCOUNTS

Shareholders seeking any information on the Accounts are requested to write to the Bank, which should reach the Bank atleast one week before the date of the AGM so as to enable the Management to keep the information ready. Replies will be provided only at the AGM.

## 13. DEMATERIALIZATION OF PHYSICAL HOLDINGS

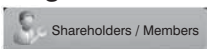
The Shareholders who are holding shares in physical mode are requested to convert their holdings in dematerialized form, for which they may contact their respective Depository Participant, where they maintain their respective demat account.

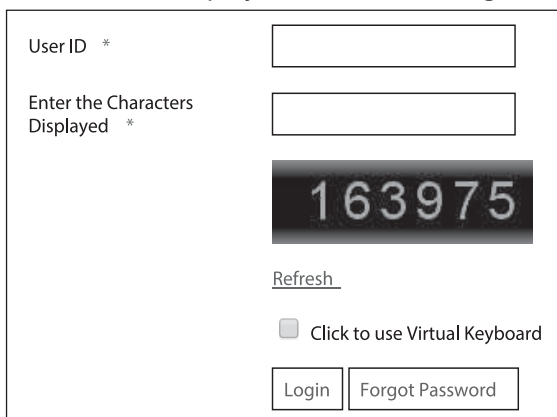
## 14. E-VOTING

- Pursuant to provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Bank is pleased to provide to shareholders the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-Voting Services.
- The facility for voting shall also be made available at the venue of the AGM and the shareholders attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through voting at the venue.
- The shareholders who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The facility of casting the votes by the shareholders using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and Voting at the Venue will be provided by **Central Depository Services (India) Limited (CDSL)**.

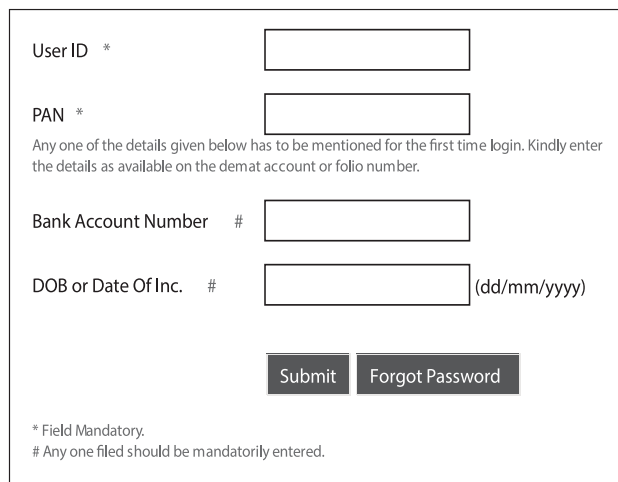
V. The remote e-voting period commences on **Tuesday, 25<sup>th</sup> June, 2019 (9:00 am IST) and ends on Thursday, 27<sup>th</sup> June, 2019 (5:00 pm IST)**. During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of **Friday, 21<sup>st</sup> June, 2019** may cast their vote by remote e-voting for agenda item no. 1 & 2. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once a shareholder casts his vote on a resolution, the shareholder shall not be allowed to change it subsequently.

VI. The process and the manner for remote e-voting are as under:

- (i) Log on to the e-voting website - **www.evotingindia.com**
- (ii) Click on  tab to cast your vote.
- (iii) Now Enter your User ID and the Image Verification as displayed and Click on Login.



- (a) For CDSL: 16 digits beneficiary ID,
- (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Bank
- (iv) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company or Bank, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:



PAN	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>Shareholders who have not updated their PAN with the Bank/Depository Participant are requested to use the <b>sequence number which is printed on Attendance Slip cum Entry Pass indicated in the PAN field or provided in the Email sent to you by CDSL.</b></li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the Bank records in order to login.</li> <li>If both the details are not recorded with the depository or Bank please enter the shareholder id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in Physical Form will then directly reach the Company selection screen.
- (viii) Shareholders holding shares in **Demat Form** will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used

by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

Kindly set a password for your login.

Member Id:

New Password\*:

Confirm Password\*:

☐ Click to use Virtual Keyboard

- (ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of “**Union Bank of India.**”
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Please enter your details here, only if you are a demat account holder and have registered earlier. If you wish to create a password of your choice, please enter User ID, PAN and DOB or Bank Details.

User ID \*

PAN \*

Email Id #   
Expected : \*\*\*\*\*@\*\*\*\*\*.COM

Mobile No. #   
Expected : \*\*\*\*\*

Bank Account Number #   
Expected : \*\*\*\*\*

DOB or Date of Inc. #  (dd/mm/yyyy)

Enter the Characters Displayed \*   
**726527**

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\* Field Mandatory.  
# Any one field should be mandatorily entered.

- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



VII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

VIII. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

IX. A person, whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the venue.

X. M/s Vinay Angane & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

XI. The Chairman of the Meeting shall, after commencement of the AGM, allow voting for all those shareholders who are present at the AGM but have not casted their vote by availing the remote e-voting facility.

XII. The Scrutinizer shall after the conclusion of voting at the AGM, but not later than 48 hours of the conclusion of the AGM, submit a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman of the Meeting or any other person authorised by him.

## 15. RESULTS OF VOTING

The consolidated results of Remote E-Voting and Voting at the venue alongwith the report of the Scrutinizer shall be placed on the website of the Bank i.e. [www.unionbankofindia.co.in](http://www.unionbankofindia.co.in) and on the website of CDSL e-voting i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result. The results shall also be immediately forwarded to the Stock Exchanges.

## 16. SCRUTINIZERS FOR E-VOTING AT MEETING

As already indicated for E-Voting, M/s Vinay Angane & Associates, Company Secretaries shall act as Scrutinizer in respect of Agenda Items No. 1 & 2.

They shall also act as Scrutinizer along with another shareholder for the E-voting conducted at the Meeting.

## EXPLANATORY STATEMENT

### ISSUE OF CAPITAL THROUGH FPO/RIGHTS/QIP ETC.

The Basel III regulations require that the banks should maintain a minimum common equity tier 1 (CET 1) ratio of 5.5% plus Capital Conservation Buffer (CCB) of 2.5% in the form of Equity Share Capital, Tier 1 ratio (including CCB) of 9.50% and overall CRAR (including CCB) of 11.50% by 31<sup>st</sup> March, 2020.

With the increasing capital requirements on account of increasing requirement of capital conservation buffer of 0.625% in FY 2020, future expansion & growth of the Bank and consequent capital charge, the Bank is required to raise capital for complying the Basel III requirement, growth of the Bank as well as further strengthening the capital adequacy.

Based on the estimated growth your Directors have decided to raise Equity Share Capital up to ₹ **4,900 crore (Rupees Four Thousand Nine Hundred Crore Only)** including capital infusion from the Government of India. The Bank may raise Equity Share Capital through Public Issue (i.e. follow-on-Public Issue) and/or Rights Issue and/or Private Placement, including Qualified Institutional Placements and/or Preferential allotment to the Government of India and/or other Institutions and/or any other mode(s) subject to approval by the Government of India and other regulatory authorities and in accordance with the SEBI ICDR regulations. The enhanced capital will be utilized for the general business purposes of the Bank.

The Bank had obtained shareholders approval in the AGM held on 27<sup>th</sup> June, 2018 for raising Equity Share Capital up to ₹ **6,850 crore (Rupees Six Thousand Eight Hundred and Fifty Crore Only)** through Public Issue (i.e. follow-on-Public Issue) and/or Rights Issue and/or Private Placement, including Qualified Institutional Placements and/or preferential allotment to the Government of India and/or other Institutions and/or any other mode(s) subject to approval by the Government of India and other regulatory authorities and in accordance with the SEBI ICDR regulations, which is valid up to 26<sup>th</sup> June, 2019.

The Bank raised Equity Capital of ₹ **568.32 crore (Rupees Five Hundred Sixty Eight Crore and Thirty Two Lac Only)** by issuance & allotment of 7,28,80,275 equity shares at an issue price of ₹ 58.49 per share (including share premium of ₹ 48.49 per share) at a discount of 25% on the calculated price of ₹ 77.98 per share to the Employees of the Bank pursuant to the Employee



Share Purchase Scheme implemented by the Bank in March, 2019. Further, the Bank raised Equity Capital of ₹ **4,112 crore (Rupees Four Thousand One Hundred and Twelve Crore Only)** by allotment of 52,15,62,658 equity shares on preferential basis to the Government of India at an issue price of ₹ 78.84 per share (including a share premium of ₹ 68.84 per share) in March, 2019.

Keeping in view of future requirements, it has been planned to raise Equity Share Capital up to ₹ **4,900 crore (Rupees Four Thousand Nine Hundred Crore Only)** as indicated above.

In order to meet the Minimum Capital and Leverage Ratio requirements under the BASEL- III guidelines for expansion of business assets, as decided / may be decided by the Board, the Bank proposes to raise common equity by way of Qualified Institutions Placement (QIP) or any other permitted mode in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and as amended up to date and other applicable Regulations / Guidelines of SEBI/RBI in this regard. In the event of such issuance of securities is undertaken by way of QIP, the same will be in accordance with Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

The present resolution is proposed in order to enable the Board of Directors of the Bank to issue equity shares at an appropriate time, mode, premium and other terms.

The proposed issuance of Equity Shares in terms of the Special Resolution will be in conformity with the provisions of all applicable laws.

Your Directors recommend passing of the special resolution as mentioned in the notice for this agenda.

None of the Directors, Key Managerial Persons of the Bank and their relatives may be deemed to be interested or concerned in the aforementioned Resolution(s), except to the extent of their shareholding, if any, in the Bank.

By order of the Board of Directors  
For UNION BANK OF INDIA



(Rajkiran Rai G.)  
Managing Director & CEO

Place : Mumbai

Date : 15<sup>th</sup> May, 2019