UNITED BANK OF INDIA

Head Office : 11, Hemanta Basu Sarani, Kolkata - 700 001
Tel : 033-22481054; Fax : 033-22485852, Email : co.sec@unitedbank.co.in

Board Sec/AGM/NSE/115/2015 June 23, 2015

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot C/1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051

Scrip Code: UNITEDBNK
Sub: Annual General Meeting

Dear Sir,

We submit herein below the required information under Clause 35A of the Listing Agreement pertaining to the AGM of the shareholders of the Bank held on June 22, 2015 in prescribed format.

The Bank successfully conducted the 6th Annual General Meeting of its shareholders in Kolkata on Friday, June 22nd 2015. The agendas i.e.

1. To discuss, approve and adopt the Balance Sheet, Profit & Loss Account of the Bank as at and for the year ended 31st March, 2015, the Reports of the Board of Directors on the workings and activities of the Bank for the period covered by the Accounts and the Auditor's Report on the Balance Sheet and Accounts;
2. To 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 of the face value of Rs.10 each not exceeding Rupees One Thousand Crore including premium by way of public issue, rights issue, Qualified Institutional Placement (QIP) or such other issue;

were passed with requisite majority.

In terms of Clause 35A of the Listing Agreement, we furnish below the details of voting results of the Annual General Meeting:

Date of the AGM/~~EGM~~: June 22, 2015

Total number of shareholders on record date: 82564

No. of Shareholders present in the meeting either in person or through proxy:
Promoters and Promoter Group: 1
Public: 1989

No. of Shareholders attended the meeting through Video Conferencing
Promoters and Promoter Group: Nil
Public: Nil

Detail of the Agenda:

1. To discuss, approve and adopt the Balance Sheet, Profit & Loss Account of the Bank as at and for the year ended 31st March, 2015, the Reports of the Board of Directors on the workings and activities of the Bank for the period covered by the Accounts and the Auditor's Report on the Balance Sheet and Accounts;

   Resolution required: (Ordinary/~~Special~~)

   Mode of voting: (~~Show of hands~~/Poll/~~Postal ballot~~/E-voting)

2. To 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 of the face value of Rs.10 each not exceeding Rupees One Thousand Crore including premium by way of public issue, rights issue, Qualified Institutional Placement (QIP) or such other issue;

   Resolution required: (~~Ordinary/~~Special)

   Mode of voting: (~~Show of hands~~/Poll/~~Postal ballot~~/E-voting)

Agenda item No.3 in the Notice of the meeting was the conduct of election of one shareholder Director of the Bank. The Bank received one Nomination from one shareholder which was found to be eligible and the Nomination committee of the Board determined him to be Fit & Proper to contest the election. As there was only one candidate for as many vacancies, the candidate concerned was declared as elected and in terms of Regulation 58 of the Bank's (Shares and Meetings) Regulations assumed office on June 11, 2015 for a period of three years till June 10, 2018. Accordingly, the Agent Item No.3 relating to election of shareholder director was not taken up at the meeting.

In terms of Clause 35B of the Listing Agreement read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Bank conducted the e-voting form June 19th (10.00 hrs.) to June 21st 2015 (17.00 hrs.) and the Scrutinizer's Report is enclosed.

Both the agenda items were passed by Poll conducted at the venue of the Annual General Meeting and the Consolidated Results of the e-Voting and Poll are enclosed.

The copy of the 'Proceedings' of the Annual General Meeting as per the provision of Clause 31(d) of the Listing Agreement is enclosed.

Thanking you,

Bikramjit Shom
Company Secretary & Compliance Officer

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

SCRUTINIZER'S REPORT

NAME OF THE BANK	United Bank of India
MEETING	6TH Annual General Meeting
DATE & TIME	Monday, June 22, 2015 at 10.00 a.m.
VENUE	BhashaBhavan Auditorium, National Library, Belvedere Road, Kolkata- 700 027

1. Appointment as Scrutinizer:

We were appointed as Scrutinizer for the remote e-voting as well the votingto be conducted at the 6th Annual General Meeting (AGM) of **United Bank of India** hereinafter referred to as **the Bank** held on Monday, June 22, 2015 at 10.00 a.m. at Bhasha Bhavan Auditorium, National Library, Belvedere Road, Kolkata- 700 027. Mr. Susobhan De bearing DP/CL ID1203840001237390 a shareholder of the Bank was appointed as an additional Scrutinizer representing the shareholders.

2. Dispatch of Notice convening the Meeting

The Bank has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the purpose of e-Voting, the Bank completed dispatch of the Notice of e-Voting;

- by email to 47,904 shareholders who had registered their email-ids with Depositories/the Bank, on 29.05.2015; and 1,773 shareholders to the shareholders who had acquired shares after the Cut-off Date, on 17.06.2015.
- by Registered Post / Courier to 33,553 shareholders in physical form, on 28.05.2015 and 29.05.2015.

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3. Cut-off date

The Voting rights were reckoned as on **Monday, 15th June, 2015**, being the Cut-off date for the purpose of deciding the entitlements of shareholders at the remote e-Voting and voting at the Meeting.

4. Remote E-voting

4.1 Agency:
The Bank had appointed M/s Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.

4.2 Remote e-voting:

Remote e-Voting was open for three days from **10.00 a.m. on Friday, 19th June, 2015 to 5.00 p.m. on Sunday, 21st June, 2015** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of all the Ordinary and/or Special Resolutions, on e-Voting platform provided by CDSL.

5. Voting at the AGM:

5.1 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 Scrutinizers 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, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the e-Voting Agency provided us with the names, DP Id / folio numbers and shareholding of the shareholders who had cast their votes through remote e-voting.

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5.3 The Bank had authorized **M/s.Link Intime India Pvt. Ltd.** (Link), Registrar and Transfer Agents of the Bank to provide/conduct Voting at the Meeting through electronic means and Link provided the same.

6. Counting Process

6.1 On completion of voting at the Meeting, Link provided me with the List of shareholders who had cast their votes, with their holding details and details of vote on each of the Resolution.

6.2 The votes were reconciled with the records maintained by the Bank and Link with respect to the authorizations / proxies lodged with the Bank.

6.3 The remote e-voting results were unblocked on the CDSL E-voting platform before Mr. Susobhan De and Mr. Tanmay Biswas and downloaded the e-voting details.

6.4 In terms of Section 3(2E) of the Banking Companies (Acquisition & Transfer of Undertakings) Act 1970, no shareholder of the bank other than the Central government, shall be entitled to exercise voting rights in respect of any shares held by him in excess of 10% of the total voting rights of all shareholders of the bank.

6.5 Accordingly, in respect of Life Insurance Corporation of India holding 10,17,28,073 *equity shares* as on June 15, 2015 and have exercised voting rights equivalent to their holding, in view of the aforesaid provision, their voting rights have been restricted to 8,39,51,595 *votes being* 10% of the total voting rights of all the shareholders of the Bank as on the cut-off date.

7. Results

7.1 It was observed that

a) 51 members had cast their votes through the voting facility provided at the meeting
b) 48 members had cast their votes through remote e-voting.

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7.2 The consolidated results with respect to each item on the agenda as set out in the Notice of the 6th AGM is enclosed.

7.3 Based on the aforesaid results, both the **Ordinary and Special Resolution** as contained in **Item No. 1 and Item No.2 respectively** of the Notice dated **7th May, 2015**, have been passed with **requisite majority**.

7.4 Soft copy of the List of shareholders,for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR", "AGAINST" and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the Results by the Bank.

For S. N. ANANTHASUBRAMANIAN & Co.

S. N. Viswanathan

Susobhan De

Shareholder Scrutinizer

Date: 22nd June, 2015

Place: Kolkata

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Consolidated Results

Item No. 1: Adoption of Accounts.

Particulars	Number of Votes contained in						Percentage
	Remote e-Votes		Voting at the AGM		Total		
			Number	Votes	Number	Votes	
Assent	44	8,39,76,433	41	68,85,46,905	85	77,25,15,338	99.99
Dissent	3	8,571	10	7,358	13	15,929	0.01
Abstain	1	100	0	0	1	100	
Total	48	8,39,77,104	51	68,85,54,263	99	77,25,31,367	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 1** of the Notice dated **7th May, 2015**, has been passed with **requisite majority.**

For S. N. ANANTHASUBRAMANIAN & Co.

S. N. Viswanathan
Date: 22nd June, 2015
Place: Kolkata

Susophan De
Shareholder Scrutinizer

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Item No. 2 : To Offer, issue and allot of further shares

Particulars	Number of Votes contained in						Percentage
	Remote e-Votes		Voting at the AGM		Total		
			Number	Votes	Number	Votes	
Assent	45	8,39,76,433	43	68,85,45,515	88	77,25,21,948	99.99
Dissent	3	671	8	8,748	11	9,419	0.01
Abstain	0	0	0	0	0	0	
Total	48	8,39,77,104	51	68,85,54,263	99	77,25,31,367	100.00

Based on the aforesaid results, **Special Resolution** as contained in **Item No.2** of the Notice dated **7th May, 2015**, has been passed with **requisite majority.**

For S. N. ANANTHASUBRAMANIAN & Co.

S. N. Viswanathan
Date: 22nd June, 2015
Place: Kolkata

Susobhan De
Shareholder Scrutinizer

Proceedings of the Sixth Annual General Meeting of United Bank of India

- In accordance with the notice dated May 7th, 2015, the 6th Annual General Meeting of the Shareholders of United Bank of India was held on Monday, 22nd June 2015 at 10.00 a.m. at Bhasha Bhavan Auditorium, National Library, Belvedre Road, Alipore, Kolkata – 700027.

- Sri P. Srinivas, Managing Director & CEO, pursuant to Regulation 51(i) of United Bank of India's (Shares and Meetings) Regulation, 2010 chaired the Meeting.

- The meeting was attended by 1990 members – 1715 in person and 275 through proxies / representations.

- The Chairman of the Meeting (the Chairman), after ascertaining the quorum, called the Meeting to Order.

- The Chairman provided details of Proxies and Authorised Representations received in connection with the Annual General Meeting.

- The Chairman then introduced the following Directors present at the Meeting

    1. Shri Sanjay Arya – Executive Director
    2. Shri Pratyush Sinha – Shareholder Director & Chairman of the Audit Committee
    3. Shri. S. Suryanarayana - Shareholder Director

- The Chairman informed that Shri A. K. Dogra, Shri Arnab Roy, Smt. Renuka Muttoo and Sri Sanjib Pati, Directors of the Bank, expressed their inability to attend the meeting due to personal exigencies / official pre-commitments and had sought leave of absence.

- The Chairman informed that the Notice dated May 7th, 2015 convening the 6th Annual General Meeting was mailed to all the shareholders of the Bank and also published in Financial Express in English, Jansatta in Hindi and Ei Shomoy in Bengali Newspapers on 29th & 30th May 2015. With the consent of the shareholders present, the Notice was taken as read.

- At the request of the Shareholders, the Chief Financial Officer read out the Auditors Report.

- The Chairman then addressed the Shareholders of the Bank. He also highlighted the various initiatives made by the Bank in the last financial year and the plans for the current year to improve the operations and financials of the bank and expressed confidence that the Bank will perform reasonably well in the current year.

- The Chairman informed that in terms of Clause 35B of the Listing Agreement read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Bank conducted the e-Voting form June 19th (10.00 a.m.) to June 21st 2015 (5.00 p.m.). The Chairman announced the name of the Scrutinizer who was appointed to conduct the e-Voting Process.

- The Chairman then ordered the Poll to be conducted on resolutions proposed and announced the names of the Scrutinizers.

- The Chairman then moved the resolution for discussion, approval and adoption of accounts for the year ended 31st March 2015 together with the reports of Board of Directors on the working and activities of the Bank and Auditor's Report on the Balance Sheet and Accounts and invited shareholders to make their observations.

- 19 shareholders made their observations and raised their queries.

- The Chairman after responding to the queries put to vote the following **ordinary** resolution, proposed and seconded by the Shareholders,

- **"RESOLVED THAT,** the Balance Sheet of the Bank as at 31st March 2015, the Profit and Loss Account for the year ended 31st March 2015, the report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and Auditor's Report on the Balance Sheet and Accounts be and are hereby discussed, adopted and approved."

- The Chairman took Item No. 2 on the Agenda pertaining to 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 of the face value of Rs.10 each not exceeding Rupees One Thousand Crore including premium by way of public issue, rights issue, Qualified Institutional Placement (QIP) or such other issue;

- The Chairman then moved the following **Special** Resolution proposed and seconded by the Shareholders,

"**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 United Bank of India (Shares and Meetings) Regulations, 2010 and subject to the approvals, consents, sanctions, if any, of the Reserve Bank of India ("**RBI**"), the Government of India ("**GOI**") and/or any department thereof, 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, 2009 (ICDR Regulations)/ 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 Listing Agreements entered into with the Stock Exchanges where the equity shares of the Bank are listed, 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 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 Follow-on Public Offering (FPO), Rights Issue, Qualified Institutional Placement (QIP) or such other form of capital issue as may be felt appropriate through issue of an offer document, prospectus or such other document as may be prescribed, in India or abroad, such number of equity shares of the face value of Rs.10 each not exceeding Rupees One Thousand Crore including premium which together with the existing paid-up equity share capital of Rs.839.52 crore shall be within the total authorized capital of the Bank i.e. Rs.3000 crore as per Section 3(2A) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 or to the extent of any enhanced Authorised Capital prescribed pursuant to any Amendment to the Act in future, in such a way that the Central Govt. shall at all times hold not less than 51% of the total 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 members, employees of the Bank, Indian nationals, Non-Resident Indians ("**NRIs**"), Companies–private or public, Investment Institutions, Societies, Trusts, Research Organizations, Qualified Institutional Buyers ("**QIBs**") like Foreign Institutional Investors ("**FIIs**"), Banks, Financial Institutions, 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 shares/preference shares/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 the Board of Directors be and is hereby authorised to decide the price(s) of the issue(s) in such manner and where necessary in consultation with the lead managers and/or underwriters and/or other advisors or otherwise, the terms and conditions of the issue(s), as the Board may in its absolute discretion decide in accordance with such laws, rules, regulations including SEBI ICDR Regulations, guidelines, notifications, directions as may be applicable.

"**RESOLVED FURTHER THAT** in case of a Qualified Institutional Placement pursuant to Chapter VIII of the SEBI ICDR Regulations

a. The allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the SEBI ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution.
b. The relevant date for the determination of the floor price of the securities shall be in accordance with the SEBI ICDR Regulations.
c. The Bank is pursuant to proviso to Regulation 85(1) of SEBI ICDR Regulations authorized to offer shares at a discount of not more than five percent on the aforesaid floor price."

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorised to accept any **modification** in the proposal as may be required or imposed by the GOI/RBI/SEBI/Stock Exchanges or such other appropriate authorities at the time of 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 / preference 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 fresh equity shares to be issued be subject to the United Bank of India (Shares and Meetings) Regulations, 2010 as amended and shall rank *pari passu* with the existing equity shares of the Bank in all respects including dividend, in accordance with the statutory guidelines that are in force at the time of such declaration."

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

RESOLVED FURTHER THAT, for the purpose of giving effect to the above, the Board in its absolute discretion, whether or not 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/exercise of warrants/redemption of Securities, rate of interest, redemption period, number of equity shares/preference 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, disposing off the unsubscribed shares/ securities in an issue as permissible under applicable laws, rules & regulations, as the Board may deems fit".

RESOLVED FURTHER THAT, for the purpose of giving effect to any issue or allotment of equity shares/preference shares/securities, the Board, be and is hereby

authorized to determine in its absolute discretion 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 and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as the Board 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 give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as the Board may in its absolute discretion, deem fit and proper in the best interest of the Bank, without requiring any further approval of the members 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 and that all or any of the powers conferred on the Bank and the Board vide this resolution be exercised by the Board of Directors.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the Managing Director & CEO and/or the Executive Director/(s) for giving effect to the aforesaid Resolutions."

- Chairman then informed that the Agenda item No.3 of the meeting was the conduct of election of one shareholder Director of the Bank. The Bank received one Nomination from one shareholder which was found to be eligible and the Nomination committee of the Board determined him to be Fit & Proper to contest the election. As there was only one candidate for as many vacancies, the candidate concerned was declared as elected and in terms of Regulation 58 of the Bank's (Shares and Meetings) Regulations assumed office on June 11, 2015 for a period of three years till June 10, 2018. Accordingly, the third item on the agenda relating to election of shareholder director was not taken up at this meeting.

- The Chairman announced that after the casting of the Votes by all the shareholders present at the venue and sealing of the Poll Boxes by the Scrutinizers, the 6th Annual General Meeting shall stand closed. The Results will be placed on the website of the Bank and also on the websites of Stock Exchanges and M/s. Central Depository Services Ltd, "the Agency" appointed by the Bank for facilitating e-voting, within two working days.

- At the conclusion of the polling, the Chairman thanked all the shareholders and declared the 6th Annual General Meeting closed.

- **Based on the Consolidated Results of the Poll and e-Voting conducted on the Resolutions, both the above Resolutions were passed with requisite majority.**

Bikramjit Shom
Company Secretary & Compliance Officer
Dated 23rd June 2015, Kolkata