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/EGM/NSE/ /2015

March 13, 2015

Shri Hari K., Vice President
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: Extraordinary General Meeting

Dear Sir,

This is to inform the Exchange that the Bank has successfully held the Extraordinary General Meeting in Kolkata on date i.e. Friday, March 13th 2015. The agenda i.e. approval by Special Resolution to the issue and allotment on preferential basis to Government of India

(a) up to 23,39,18,128 equity shares of Rs.10/- each at Rs. 42.75 per equity share determined in accordance with the Regulation 76(1) of SEBI ICDR Regulations not exceeding Rs.1000cr. including premium for cash,
(b) up to 12,28,60,818 equity shares of Rs.10/- each at Rs. 42.75 per equity share determined in accordance with the Regulation 76(1) of the SEBI ICDR Regulations 2009 by conversion of 52523 PNCPS (Perpetual Non-cumulative Preference Shares) of Rs.100,000/- each, being the second and the final tranche of such conversion of entire block of 80000 units PNCPS as at the beginning of the financial year,

both under Chapter VII of the SEBI (ICDR) Regulations was passed with requisite majority.

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

a. Date of the Extraordinary General Meeting: 13.03.2015
b. Total No. of Shareholders: 75800
c. Total No. of Shareholders present at the Meeting (incl. Proxies): 1629
d. Promoter & Promoter Group: 01
e. Public: 1628
f. No. of Shareholder who attended the meeting through Video Conferencing:
    - Promoter & Promoter Group: Nil
    - Public: Nil

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 March 7th (10.00 hrs.) to March 9th 2015 (17.00 hrs.) and the Scrutinizer's Report is enclosed to this communication.

The only agenda item was passed by Poll conducted at the venue of the Extraordinary General Meeting and the Consolidated Results of the e-Voting and Poll are enclosed to this communication.

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

Thanking you,

Bikramjit Shom
Company Secretary & Compliance Officer

Encl. A/A

Proceedings of the Extraordinary General Meeting of United Bank of India

- In accordance with the notice dated February 11th, 2015, the Extraordinary General Meeting of the Shareholders of United Bank of India was held on Friday, 13th March, 2015 at 10.00 a.m. at Bhasha Bhavan Auditorium, National Library, Belvedere Road, Alipore, Kolkata – 700027.

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

- The meeting was attended by 1629 members 1522 in person and 107 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

  Shri Deepak Narang – Executive Director
  Shri Sanjay Arya – Executive Director

- The Chairman informed that Sri A. K. Dogra, Smt. Parvathy V Sundaram, Smt. Renuka Muttoo, Sri. Pratyush Sinha and Sri Sanjib Pati, directors of the Bank, expressed their inability to attend the meeting due to personal exigencies/ official commitments and had sought leave of absence.

- The Chairman informed that the Notice dated February 11th, 2015 convening the Extraordinary General Meeting was mailed to all the shareholders of the Bank and also published in "The Financial Express" in English and "Ei Shomoy" in Bengali on February 18th 2015. With the consent of the shareholders present, the Notice was taken as read.

- The Chairman then addressed the Shareholders of the Bank. He also highlighted the various initiatives made by the Bank in the last 9 months as well as in the current quarter and expressed confidence that the Bank will perform reasonably well.

- 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 from March 7th (10.00 hrs.) to March 9th 2015 (17.00 hrs.). The Chairman announced the name of the Scrutinizer who was appointed to conduct the e-Voting Process.

- The Chairman then moved the resolution for discussion and approval by Special Resolution to the issue and allot on preferential basis to Government of India

  (a) up to 23,39,18,128 equity shares of Rs.10/- each at Rs. 42.75 per equity share determined in accordance with the Regulation 76(1) of SEBI ICDR Regulations not exceeding Rs.1000cr. including premium for cash,
  (b) up to 12,28,60,818 equity shares of Rs.10/- each at Rs. 42.75 per equity share determined in accordance with the Regulation 76(1) of the SEBI ICDR Regulations 2009 by conversion of

52523 PNCPS (Perpetual Non-cumulative Preference Shares) of Rs.100,000/- each, being the second and the final tranche of such conversion of entire block of 80000 units PNCPS as at the beginning of the financial year,

both under Chapter VII of the SEBI (ICDR) Regulations.

- 11 shareholders made their observations and raised their queries.

- The Chairman responded to the queries of the shareholders. He also informed the shareholders that the Bank shall endeavour to complete the issue within 15 days of passing of the Special Resolution/ receipt of permission from SEBI/ Central Government/ other Regulatory Authorities as may be applicable, as prescribed under Regulation 74(i) of the SEBI ICDR Regulations.

- The Chairman then put to vote the following resolution, proposed and seconded by the Shareholders

"**RESOLVED THAT**, pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (the Act) and United Bank (Shares and Meetings) Regulations, 2010 as amended from time to time (the Regulations) and subject to the approvals, consents, sanctions, if any, of Reserve Bank of India (RBI), Government of India (GOI), 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 SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) and regulations prescribed by RBI 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 a Committee which the Board may have constituted/may constitute, to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot on preferential basis to the Government of India

(a) up to 23,39,18,128 of equity shares of Rs.10/- each at Rs. 42.75 per equity shares determined in accordance with the Regulation 76(1) of SEBI ICDR Regulations not exceeding Rs.1000cr. including premium for cash

(b) up to 12,28,60,818 equity shares of Rs.10/- each at Rs. 42.75 per equity share determined in accordance with the Regulation 76(1) of the SEBI ICDR Regulations 2009 by conversion of 52523 PNCPS (Perpetual Non-cumulative Preference Shares) of Rs.100,000/- each, being the second and the final tranche of such conversion of entire block of 80000 units PNCPS as at the beginning of the financial year,

both under Chapter VII of the SEBI ICDR Regulations.

"**RESOLVED FURTHER THAT** the Relevant Date for determination of the Preferential Issue Price is February 11, 2015."

"**RESOLVED FURTHER THAT** the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the Government of India / Reserve Bank of India / Securities and Exchange Board of India/ 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 said equity shares to be issued shall rank *pari passu* with the existing equity shares of the Bank and shall be entitled to dividend, if any, declared 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 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 deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the issue of the equity shares 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 this resolution."

"RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to the Managing Director & Chief Executive Officer or Executive Directors or such other officer of the Bank as it may deem fit to give effect to the aforesaid Resolution and the delegation of all or any of the powers herein conferred on it, to the Managing Director & Chief Executive Officer or Executive Directors or such other officer of the Bank already approved by the Board in the matter of this preferential allotment be and is hereby ratified."

Results of the Poll:-

Based on the Results of the Poll Submitted by the Scrutinizers – the Special Resolution has been passed with Requisite Majority

Bikramjit Bhom
Company Secretary & Compliance Officer

Dated 13th March 2015, Kolkata

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

13th March 2015

To,

Managing Director & Chief Executive Officer

United Bank of India

11, Hemanta Basu Sarani,

Kolkata - 700001

Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-Voting and voting on Poll by your shareholders, at the Extra-Ordinary General Meeting of your Bank held on 13th March, 2015.

Please find enclosed, our Report in three parts as listed below:

Section I - Consolidated Results of e-Voting & Poll

Section II - Report of Poll Results at the EGM

Section III - Report of the Scrutinizer on E-Voting

Our Report on E-Voting is based on the data downloaded from the e-Voting platform provided by Central Depository Services (India) Limited (CDSL) and our Report on Voting on the Poll is based on the data provided / authenticated by your RTA - Link Intime (India) Private Limited.

We trust you will find our Report to be comprehensive & self-explanatory in all respects. We will however be happy to answer your queries if any, on the same and assure you of our best services at all times.

For S. N. ANANTHASUBRAMANIAN & Co.,

Authorised Signatory

Encl as above

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SECTION - I

Consolidated Results

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Based on Results of E-Voting & Poll at the Extra Ordinary General Meeting Consolidated Results on the Agenda item as set out in the Notice dated 11th February, 2015 is as given below:

Agenda Item No. 1

To create, offer, issue and allot upto 23,39,18,128 equity shares of Rs.10/- each by fresh issue and upto 12,28,60,818 Equity Shares by conversion of 52,523 Perpetual Non-Cumulative Preference Shares (PNCPS) of Rs.100,000/- each, to Government of India (GOI) on preferential basis

Particulars	Number of Votes contained in			%age
	E-Votes	Poll	Total	
Assent	7,45,37,029	56,55,81,660	64,01,18,689	100.00
Dissent	1,574	306	1,880	0.00
Total	**7,45,38,603**	**56,55,81,966**	**64,01,20,569**	**100.00**

Accordingly, out of a total of **64,01,20,569** valid votes cast via e-Voting and Poll, **64,01,18,689** votes were cast **ASSENTING** to the **Special Resolution** constituting almost **100%** of the votes polled and 1,880 votes were cast **DISSENTING** to the **Special Resolution.**

Thus, the **Special Resolution** as contained in Item No. 1 of the Notice dated **11th February, 2015**, is *passed with* **requisite majority.**

S N Viswanathan	Ranjit Kumar Mukherjee
Scrutinizer	**Shareholder Scrutinizer**

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SECTION - II

Poll Results

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Report of Scrutinizers

To,

The Managing Director and Chief Executive Officer

United Bank of India,

11, Hemanta Basu Sarani,

Kolkata - 700001

Meeting :	Extra Ordinary General Meeting of the Equity Shareholders
Date & Time	13th March, 2015 at 10.00 A.M.
Venue	Bhasha Bhavan Auditorium, National Library, Belvedere Road, Kolkata - 700027.

Dear Sir,

We, S N Viswanathan of M/s. S. N. ANANTHASUBRAMANIAN & Co, Practising Company Secretaries and Ranjit Kumar Mukherjee, a Shareholder of the Bank (Regn. Folio No. 0000341) were appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity Shareholders of United Bank of India, held on Friday, 13th March, 2015 at 10 a.m. at Bhasha Bhavan Auditorium, National Library, Belvedere Road, Kolkata - 700027 and submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in our presence with due identification marks placed by us.

2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. Pursuant to provisions of Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, voting rights of shareholders other than the Central Government is restricted to 10% of the total voting rights of all shareholders of the Bank.

5. The result of the Poll on the Special Resolution is annexed.

6. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.

7. The poll papers and all other relevant records are duly handed over to the Company Secretary for keeping in safe record.

S N Viswanathan
Scrutinizer
Kolkata
13th March, 2015

Ranjit Kumar Mukherjee
Shareholder Scrutinizer
Kolkata
13th March, 2015

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Item No. 1.

To create, offer, issue and allot upto 23,39,18,128 equity shares of Rs.10/- each by fresh issue and upto 12,28,60,818 Equity Shares by conversion of 52,523 Perpetual Non-Cumulative Preference Shares (PNCPS) of Rs.100,000/- each, to Government of India (GOI) on preferential basis as a Special Resolution.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
54	**56,55,81,660**	**100**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	306	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	**300**

Details of Invalid Votes for the said Item are as under :

Reason for invalidity	**Number of Votes**
a. Voted Both	300
Total	**300**

S N Viswanathan
Scrutinizer
13th March, 2015

Ranjit Kumar Mukherjee
Shareholder Scrutinizer
13th March, 2015

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

e-Voting Results

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Report to the Chairman and Managing Director, **United Bank of India,** a Bank constituted under The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and having its Head Office at 11, Hemanta Basu Sarani, Kolkata - 700001 (hereinafter referred to as **'the Bank'**) on the e-Voting conducted by the Bank to pass the items on the agenda as contained in the Notice dated **11th February, 2015.**

1. In terms of Clause 35B of the Listing Agreement, I was appointed as Scrutinizer by the Bank on **10th February, 2015** to the e-Voting process for passing the items on the agenda as contained in the Notice dated **11th February, 2015.**

2. 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), as on **13th February, 2015**, the Cut-off date for the purpose of e-Voting, the Bank completed dispatch of the Notice of e-Voting:

   - by email to **44,649** Members who had registered their email-ids with the Bank on **18th February, 2015** and
   - by Registered Post to **25,364** members and by Courier to **5,485** Members in physical form on **18th February, 2015.**

3. In terms of the aforesaid Notice, e-Voting was open for three days from **10 a.m.** on **Saturday, 7th March, 2015** to **5 p.m.** on **Monday, 9th March, 2015** and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Special Resolution, on e-Voting platform provided by CDSL.

S. N. ANANTHASUBRAMANIAN & CO. ARCHANA MANTRI ASSOCIATE CP No. 10076 COMPANY SECRETARIES

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

4. As required in the Rules, I unlocked the e-Voting on the platform provided by CDSL after the completion of the e-Voting process at **5.00 p.m.** on **Monday, 9th March, 2015** in the presence of Ms. Malati Kumar and Mr. Amit Iyer.

5. Pursuant to the provisions of Section 3(2E) of the Banking Companies (Acquisitions & Transfer of Undertakings) Act, 1970, voting rights of shareholders other than the Central Government, is restricted to 10% of the total voting rights of all shareholders of the Bank.

6. Based on the results made available to me, **48** members have cast their votes on the e-Voting platform, the details and analysis of the e-Voting Results for each of the three agenda items contained in the said Notice, form a part of this Report.

FOR M/S. S. N. ANANTHASUBRAMANIAN & CO

S. N. ANANTHASUBRAMANIAN & CO * COMPANY SECRETARIES * ARCHANA MANTRI ASSOCIATE CP No. 10076

Archana Mantri

10th March, 2015

Place: Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Analysis of Results

Agenda Item No.	1		
Subject	Approval vide Special Resolution To Create, offer, issue and allot_upto 23,39,18,128 equity shares of Rs.10/- each by fresh issue and upto 12,28,60,818 Equity Shares by conversion of 52,523 Perpetual Non-Cumulative Preference Shares (PNCPS) of Rs.100,000/- each, to Government of India (GOI) on preferential basis		
Particulars	**Number of e-Votes**	**Number of votes contained in e-Votes**	**Percentage of Total**
Assent	45	7,45,37,029	100.00
Dissent	3	1,574	0.00
Total	48	7,45,38,603	100.00

Invalid e-Votes for the said Item are NIL

FOR M/S. S. N. ANANTHASUBRAMANIAN & CO



Archana Mantri

Date: 10th March, 2015

Place: Thane