

NOTICE

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Shareholders of Union Bank of India will be held on Friday, 26th June 2015 at 11.00 A.M. at Rama & Sundri Watumull Auditorium, K. C. College, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020 to transact the following:

Ordinary Business:

Item No. 1

To discuss, approve and adopt the Balance Sheet of the Bank as at 31st March 2015, 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 Auditor's Report on the Balance Sheet and Accounts.

Item No. 2

To declare dividend on Equity Shares for the financial year 2014-15.

Special Business:

Item No. 3

To raise Capital through FPO/Rights/QIP etc.

To consider and if thought fit, to pass with or without modifications the following special resolution:

“RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/1980 (Act), The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970/1980 (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, 2009 (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 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 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 ₹ 3700 crore (Rupees Three Thousand Seven Hundred Crore Only) (including premium, if any) which together with the existing Paid-up Equity

share capital of ₹ 635.78 crore (Rupees Six Hundred Thirty Five Crore and Seventy Eight Lakhs Only) will be within ₹ 3000 Crore (Rupees Three Thousand Crore Only), being the ceiling in the Authorised Capital of the Bank as per section 3 (2A) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 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 members, 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 (“FIIs”), 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 Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/1980, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR 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 members 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 Agreements entered into with relevant stock exchanges, the provisions of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/1980, 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, 2000, 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), Foreign Investment Promotion Board (FIPB), Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP) 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 VIII of the ICDR Regulations) pursuant to a qualified institutional placement (QIP), as provided for under Chapter VIII 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 VIII of the ICDR Regulations:

- A) The allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the 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 passing of this resolution.”
- B) The Bank in pursuant to provision of Regulation 85(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 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 *paripassu* 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 members 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.”

“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 Chairman, Managing Director & CEO or to the Executive Director/(s) or to Committee of Directors to give effect to the aforesaid Resolutions.”

Item No. 4

To elect **THREE** Directors from amongst the shareholders of the Bank, other than the Central Government, in respect of whom valid nominations as prescribed have been received, in terms of Section 9(3)(i) of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/1980 (hereinafter referred to as the “Act”) read with The Banking Regulation Act, 1949 (hereinafter referred as “the Regulation Act”), the Nationalized Banks (Management & Miscellaneous Provisions) Scheme, 1970/1980 (hereinafter referred to as the “Scheme”) and the Union Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as “the Regulations”) made pursuant to Section 19 of the Act, and Notification Nos. DBOD No. BC No.46 and 47/29.39.001/2007-08 dated November 1st, 2007 read with Notification No. DBOD. No. BC. No. 95/29.39.001/2010-11 dated May 23rd, 2011 of Reserve Bank of India (hereinafter referred to as “RBI Notification”) and Letter No. F.No.16/83/2013-BO.I dated September 9th, 2013 of Government of India read with Criteria laid down by Government for consideration as Non Official Directors of Public Sector Banks on March 25th, 2015 (hereinafter referred as “GOI Guidelines”) and AFTER ELECTION pass the following resolution:-

“RESOLVED THAT _____, _____ and _____ elected as Directors from amongst shareholders other than the Central Government pursuant to Section 9(3)(i) of the Act read with relevant Scheme, Regulations made thereunder, RBI Notification, GOI Guidelines, be and are hereby appointed as Directors of the Bank to assume office from 27th June, 2015 and shall hold office until the completion of a period of three years from the date of such assumption of office as Directors”.

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



(Arun Tiwari)
Chairman & Managing Director

Place: Mumbai

Date : 12th May, 2015

NOTES:

1. EXPLANATORY STATEMENT

The Explanatory Statement setting out the material facts in respect of the business agenda 3 and 4 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.

The Proxy, in order to be effective, must be received at Head Office of the Bank addressed to **Company Secretary, Investor Services Division, Union Bank Bhavan, 239, Vidhan Bhavan Marg, Nariman Point, Mumbai – 400 021**, not less than four days before the date of meeting i.e. **on or before the closing hours of the Bank at 2.00 p.m. on Saturday, 20th June 2015** 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. 2.00 p.m. on Saturday, 20th June 2015**.

4. ATTENDANCE SLIP-CUM ENTRY PASS-CUM-BALLOT PAPER PASS

For the convenience of the shareholders, Attendance Slip-Cum-Entry Pass-Cum Ballot Paper 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 e-voting platform. Those who do not exercise e-voting facility can cast their vote at the poll to be conducted 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 portion of Attendance Slip is to be surrendered at the time of entry to the venue of the AGM and portion of Entry Pass-Cum-Ballot Paper Pass shall be surrendered to obtain Ballot Paper at the time of Poll.

5. BOOK CLOSURE

The Register of Shareholders and Share Transfer Books of the Bank will remain closed from **Saturday, 20th June 2015 to Friday 26th June 2015 (both days inclusive)** for the purpose of Annual General Meeting and for ascertaining the

shareholders' entitlement to dividend for the year 2014-15, if declared at the Annual General Meeting.

6. PAYMENT OF DIVIDEND

Payment of dividend to shareholders as proposed by the Board of Directors shall be paid to those shareholders holding shares in physical form, whose names appear on the Register of Shareholders of the Bank as on 26th June 2015 and in respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership (BenPos) as per details to be furnished by the depositories as at the end of business hours on 19th June, 2015 and the dividend shall be paid by 6th July, 2015.

7. LODGMENTS FOR TRANSFERS

Share Certificate/s along with transfer deed/s should be forwarded to the Bank's Registrar and Share Transfer Agent for effecting the transfer.

8. DETAILS OF BANK ACCOUNT IN DIVIDEND WARRANTS / DIRECT CREDIT TO UNION BANK ACCOUNT / NATIONAL AUTOMATED CLEARING HOUSE CREDIT (NACH)

The Bank will credit the dividend amounts to the Bank accounts of the shareholders through Direct Credit to Union Bank Account / National Automated Clearing House Credit facility, wherever possible. The shareholders, who are holding the shares in electronic form, are, therefore, requested to inform their Depository Participants about their latest change of address and bank mandate details (including new account number, if any, bank's MICR and IFSC Code numbers) immediately to ensure prompt credit of the dividend amounts through Direct Credit to Union Bank Account / NACH. The shareholders who are holding the shares in demat form may approach their DEPOSITORY PARTICIPANTS ONLY for necessary action in this connection.

The Shareholders who are holding their shares in physical form should furnish / update their Bank Mandate details to/ with the Investor Services Division of the Bank or to/with the Registrar & Transfer Agent of the Bank at the address given in Para (10) below on or before 22nd June, 2015.

The Bank will issue dividend warrants if and only if, necessary information required for making payment in electronic form is not available or payment instructions have failed or have been rejected by the Bankers. In such cases, the Bank will mandatorily print the bank account details of the investors on such dividend warrants.

The Format for providing Bank details is annexed to this report and is also available on the website of the Bank www.unionbankofindia.co.in.

9. UNCLAIMED/UNPAID DIVIDEND, IF ANY

The shareholders who have not encashed their Dividend Warrants / received dividend of previous periods, if any, are requested to contact the Bank's Registrar and Share Transfer Agent at aforesaid address or Bank's Investors' Services Division for issue of the duplicate dividend warrant. Requisite format of Indemnity Bond is available on the website of the Bank www.unionbankofindia.co.in.

Shareholders are requested to carefully note that pursuant to amendment in Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/1980 vide "The Banking Companies (Acquisition and Transfer of Undertakings) and Financial Institutions Laws (Amendment) Act, 2006, Public Sector Banks are required to transfer amount remaining unpaid/unclaimed in dividend accounts of earlier years on the commencement of the aforesaid Act, and also dividend declared after the commencement of the said Act, to "Unpaid Dividend Account".

The amount transferred to the said "Unpaid Dividend Accounts" and remaining 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 under Section 205(C) of the Companies Act, 1956 and thereafter no claim for payment shall lie in respect thereof to the Bank or the Fund. While the Bank has already transferred unpaid dividend up to FY 2006-07 to IEPF, for the details of unpaid dividend from FY 2007-08, the Shareholders may visit Bank's website "www.unionbankofindia.co.in"

10. CHANGE OF ADDRESS / BANK PARTICULARS/BANK ACCOUNT MANDATE

a) The Bank for payment of dividend will use the details of Bank Account registered with the NSDL/CDSL and downloaded by RTA from the respective Depository. Members 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 so as to get updated before the commencement of the Book closure. The Bank or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

b) Members 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 Registrar and Share Transfer Agent at the following address:

Datamatics Financial Services Ltd.,

Unit: Union Bank of India,
Plot No. B-5, Part B, MIDC, Crosslane, Marol,
Andheri (East), Mumbai – 400 093

c) Members 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 Registrar and Share Transfer Agent.

d) Members 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 Registrar and Share Transfer Agent.

11. RECORDING OF CHANGE OF STATUS

Non-Resident Indian Shareholders are requested to inform the Registrar & Transfer Agent of the Bank – Datamatics Financial Services Ltd., immediately of:

- a) The change in the Residential status on return to India for permanent settlement.
- b) 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.

12. CONSOLIDATION OF FOLIOS

Shareholders who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send their share certificates to the Share Transfer Agent of the Bank, Datamatics Financial Services Ltd., for consolidation into a single folio.

13. COPIES OF ANNUAL REPORT

Please note that copies of the Annual Report- 2014-15 in physical form is 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. The Annual Report is also hosted on the website of the Bank. The Annual Report will not be distributed at the Annual General Meeting and hence members are requested to bring their copies of the Annual Report at the meeting.

14. VOTING RIGHTS

In terms of the provisions of sub-section (2E) of Section 3 of the Banking Companies (Acquisitions & Transfer of Undertakings) Act, 1970/1980, 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 Regulations, each shareholder who has been registered as a shareholder on the **Specified Date i.e. 15th May, 2015 (for election of shareholders) and Cut-Off Date i.e. 19th June, 2015 (for other business)**, shall have one vote on show of hands and in case of a poll shall have one vote for each share held by him/her.

As per Regulation 10 of the Regulations, 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 is only entitled to attend the meeting and is only eligible to nominate, contest and vote in the meeting.

15. 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 Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.

16. DEMATERIALIZATION OF PHYSICAL HOLDINGS

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

17. SPECIFIED AND CUT OFF DATE

a) SPECIFIED-DATE FOR ELECTION

Pursuant to Regulation 12 of the Regulations, **Friday, 15th May 2015** is fixed as Specified Date for the purpose of determining the shareholders entitled to participate in the Election i.e. to **Nominate, Contest and Vote for the Election** of THREE directors representing the shareholders of the Bank other than the Central Government, as mentioned in the Notice.

b) CUT-OFF DATE FOR E-VOTING AND POLL AT THE AGM

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 & 3** shall be reckoned as on **Friday, 19th June 2015.**

18. E-VOTING

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Bank is pleased to provide shareholders facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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") will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the shareholders attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. 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.

- iv. **The remote e-voting period commences on 23rd June, 2015 (9:00 am) and ends on 25th June, 2015 (5:00 pm).** During this period shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the Specified Date of 15th May, 2015 (for election of Shareholders' Directors) and Cut-Off Date of 19th June, 2015 (for other matters), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
- (a) In case a shareholder receives an email from NSDL [for shareholders whose email IDs are registered with the Bank/Depository Participants(s)] :
- Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. **The said PDF file contains your user ID and password/PIN for remote e-voting.** Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder - [Login](#)
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - Password change menu appears Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - Select "EVEN" of "**Union Bank of India**".
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to snv@snaco.net with a copy marked to evoting@nsdl.co.in.
- (b) In case a shareholder receives physical copy of the Notice of AGM (for shareholders whose email IDs are not registered with the Bank/Depository Participants(s) or requesting physical copy) :
- Initial password is provided at the bottom of the Attendance Slip for the AGM :**
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- vii. **If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.**
- viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) related to e-voting process.
- ix. Any person, who acquires shares of the Bank and become shareholder of the Bank after dispatch of the notice and holding shares as of the cut-off date i.e. 19th June, 2015, may obtain the login ID and password by sending a request at - evoting@nsdl.co.in or investorservices@unionbankofindia.com or ubiinvestors@dfssl.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- x. 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 as well as voting at the AGM through ballot paper.
- xi. M/s. S N Ananthasubramanian & Co. (SNACO) Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xii. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those shareholders who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- xiii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Bank and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xiv. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Bank i.e. www.unionbankofindia.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

19. POLL PROCESS AT THE AGM

The voting on the agenda items including Election shall be done by e-voting as well as by Poll. Those who do not exercise the option of e-voting shall be entitled to participate and vote at the Poll to be conducted at the venue of the AGM on the date of the meeting.

Ballot Papers will be issued immediately after an announcement in this regard is made by the Chairman of the meeting and will continue **upto 1.00 p.m.** Ballot Papers shall be issued at the Counters set up for this purpose to the Shareholders / Proxy holders/ Authorized Representatives on surrender of Entry Pass-Cum-Ballot Paper Pass dispatched along with the Notice or issued at the time of registration.

20. RESULTS OF E-VOTING AND POLL

The consolidated results of e-Voting and Poll will be announced at the end of the Meeting and also hosted on the websites of the Bank, Stock Exchanges and NSDL.

21. SCRUTINIZERS AT POLL

As already indicated for E-Voting, M/s. S N Ananthasubramanian & Co. (SNACO) Practicing Company Secretaries shall act as Scrutinizer in respect of Agenda Items No. 1-4. They shall also act as Scrutinizer along with another shareholder at the Poll to be conducted at the Meeting.

The Poll on the Election shall be conducted under the supervision of Chief Returning Officer appointed by the Bank, SNACO (Independent Consultant & Scrutinizer) and would be overseen by the Central Government Nominee who will act as an Observer and second Scrutinizer.

EXPLANATORY STATEMENT

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

The Basel III regulations require that the Bank should maintain a minimum Common Equity Tier-1 (CET 1) ratio of 5.5% plus Capital Conservation Buffer (CCB) of 0.625% in the form equity capital, Tier 1 ratio of 7.625% and overall

CRAR of 9.625% by March 31, 2016. To comply with the Basel III requirement, future expansion plans of the Bank and consequent capital charge, there is a need to increase the capital to further strengthen the Capital Adequacy Ratio.

Based on the growth estimates your Directors have decided to raise equity capital up to ₹ 3700 crore (Rupees Three Thousands and Seven Hundreds Crore) including capital infusion by the Government and the Bank may use equity capital raising options such as through Public Issue (i.e. follow-on-Public Issue) and/or Rights Issue and/or Private Placement, including Qualified Institutional Placements and/ or any other mode(s) subject to approval by Government and other regulatory authorities and in accordance with the provisions of SEBI (ICDR) Regulations. The enhanced capital will be utilized for the general business purposes of the Bank.

The Bank had the shareholders' approval for raising equity capital up to ₹ 1386 crore (Rupees One Thousand Three Hundred Eighty Six Crore Only) through qualified institutional placements (QIP), which is valid up to June 26, 2015. However, due to unfavorable market conditions the same could not be raised till now. Keeping in view the future requirements, now it has been planned to raise equity capital up to ₹ 3700 crore (Rupees Three Thousand Seven Hundred Crore Only) as indicated above.

The Special Resolution seeks to give the Board powers to issue Equity Shares in one or more tranches as such time or times, at such price or prices, and to such of the Investors as are mentioned therein as the Board in its absolute discretion deems fit. The detailed terms and conditions for the issuance of the equity shares as and when made will be determined by the Board in consultation with the Merchant Bankers, Lead Managers, Advisors and such other authorities as may require to be considered by the Bank considering the prevailing market conditions and other relevant factors.

In the event of the issue of equity shares as aforesaid by way of Qualified Institutional Placements, it will be ensured that:

- The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, and/or other applicable regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of the equity shares, subsequent to the receipt of Members' approval in terms of Section 81(1A) and other applicable provisions, if any of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of equity shares;
- As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the ICDR Regulations, the Banking Companies (Acquisition and Transfer of

Undertakings) Act, 1970/1980 and the Bank's (Shares and Meetings) Regulations 1998, as amended from time to time or any other guidelines/regulations/consents as may be applicable or required.

- iii. The issue and allotment of fully paid shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and the allotment shall be completed within 12 months of the date of passing the above Resolution;
- iv. The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other Regulatory requirements.
- v. The total amount raised in such manner, including the overallotment, if any as per the terms of the issue of securities, would not exceed 5 times of the Bank's net worth as per the audited Balance Sheet of the previous financial year;
- vi. The Securities shall not be eligible to be transferred/ sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.
- vii. The equity shares allotted, shall rank *paripassu* in all respects with the existing equity shares of the Bank including dividend.

Your Directors recommend passing of the Special Resolution as mentioned in the notice for this agenda.

None of the Directors of the Bank are personally concerned or interested in this agenda of the meeting.

2. APPOINTMENT OF SHAREHOLDERS' DIRECTORS

In terms of Section (9)(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/1980, your Bank had elected three Directors viz. Shri Dipankar Chatterji, Dr. Ravindrarai H. Dholakia, Shri Gopal Krishan Lath, from amongst the shareholders other than Central Government, who assumed charge on 27th June, 2012 and their term ends on 26th June, 2015.

With a view to fill in the vacancies as aforesaid, the Board of Directors propose to conduct an election of shareholder Directors as one of the agenda items at the AGM.

The Shareholders (other than the Central Government) are therefore entitled to send their nominations as per the procedure detailed in various and relevant Act / Scheme / Regulations/ Notification / Directions from the Central Government, the relevant extracts / portions of which are reproduced hereunder. Three directors will be elected either after the scrutiny of the nominations which the Shareholders submit to the Bank and determination of their Fit & Proper Status by the Nomination Committee of the Board or

subsequent election at the Annual General Meeting. A Director so elected shall assume office from 27th June 2015 and will hold office for a period of three years from the date of such assumption.

A. LEGAL PROVISIONS

The following table indicates the provisions contained in various Acts/ Regulation/ Scheme/Notifications applicable in this regard:

ACT/SCHEME/REGULATIONS/NOTIFICATIONS	PROVISIONS	SHORT PARTICULARS
The Banking Regulation Act, 1949	Section 5 (ne) Section 16 (1) Section 20	<ul style="list-style-type: none"> • Substantial Interest • Prohibition of Common Directors • Restrictions for granting loan or advance to or on behalf of any of its directors
The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970	Section 3 (2E) Section 9(3)(i) Section 9(3A) (A) to (C) Section 9(3AA) & Section 9(3AB) Section 9(3B) Section 13(2)	<ul style="list-style-type: none"> • Restriction on voting rights • No. of directors to be elected by the shareholders • Special knowledge in certain fields • No person shall be eligible to be elected as director unless he is a person having fit and proper status based upon track record, integrity and such other criteria as RBI may prescribe. • Right of RBI to remove a director so elected who does not fulfill the requirements of Section 9(3A) and 9(3AA) of the said Act. • Obligation as to fidelity and secrecy
The Nationalised Banks (Management And Miscellaneous Provisions) Scheme, 1970	Clause 9(4) Clause 10 Clause 11 Clause 11A Clause 11B Clause 12(8)	<ul style="list-style-type: none"> • Term of office of elected directors • Disqualifications from being elected as a Director of the Bank • Vacation of office of Director • Removal from office of an elected Director • Filling of casual vacancy in the office of an elected Director • Disclosure of interest by directors in certain arrangements in which they are interested.

ACT/SCHEME/REGULATIONS/NOTIFICATIONS	PROVISIONS	SHORT PARTICULARS
Union Bank of India (Shares and Meetings) Regulations, 1998 (Amended upto 2009)	Regulation 10 Regulation 61 Regulation 63 Regulation 64 Regulation 65 Regulation 66 Regulation 67 Regulation 68 Regulation 69 Regulation 70	<ul style="list-style-type: none"> • Exercise of rights of joint holders • Voting at General Meetings • Directors to be elected at General Meetings • List of Shareholders • Nomination of candidates for election • Scrutiny of nominations • Election disputes • Determination of voting rights • Voting by duly authorized representative • Proxies
RBI Notification No. DBOD.No. BC.No.46 and 47/29.39.001/2007-08 dated 01.11.2007 and No.DBOD.BC.No. 95/29.39.001/2010-11 dated 23.05.2011	Pursuant to Section 9(3AA) and Section 9(3AB) of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970	Fit and Proper criteria for elected directors on the board of nationalized banks
Letter dated 3 rd September 2013 vide Ref F. No. 16/83/2013-BO.I issued by Government of India, Ministry of Finance, Department of Financial Services and Criteria laid down by the Central Government for consideration as a non-official director in Public Sector Banks issued on March 25 th , 2015.		Criteria laid down by the Central Government for consideration as a non official director in Public Sector Banks
RBI Master Circular dated 1 st July 2014		Granting loans and advances to relatives of Directors

For the convenience of the shareholders, the relevant extracts from the Act, Regulation Act, the Scheme/ Regulation as well as RBI Notifications No. DBOD.No. BC.No.46 and 47/29.39.001/2007-08 dated 01.11.2007 and No.DBOD.BC.No.95/29.39.001/2010-11 dated 23.05.2011 and GOI Guidelines is hosted on the Bank's website www.unionbankofindia.co.in. Such extracts will also be e-mailed to the intending candidates on receipt of a request addressed to the Company Secretary, Union Bank of India at their Head Office on or before the last date fixed for submission of nomination forms viz. **11th June 2015**.

B. PARTICIPATION IN ELECTION:

As already indicated earlier such of those shareholders whose names appear on the Register of Shareholders / Beneficial Owners as furnished by NSDL / CDSL as on the **Specified Date i.e., on Friday, 15th May 2015** shall be entitled to participate i.e. **nominate, contest and vote in**

election of directors from amongst Shareholders other than the Central Government.

C. QUALIFICATIONS REQUIRED FOR BEING ELECTED AS A DIRECTOR OF THE BANK

In terms of Section 9(3A) of the Act, a candidate, being a shareholder of the Bank and who desires to be elected as Director of the Bank under Section 9(3)(i) of the Act shall -

- A. have special knowledge or practical experience in respect of the one or more of the following matters namely:-
- i. agriculture and rural economy
 - ii. banking
 - iii. co-operation
 - iv. economics
 - v. finance
 - vi. law
 - vii. small scale industry
 - viii. any other matter the special knowledge of, and practical experience in which, would, in the opinion of the Reserve Bank of India be useful to the Bank.

B. represents the interest of depositors; or

C. represents the interest of farmers, workers and artisans

In terms of Section 9(3AA) of the Act and RBI Notification candidate being a shareholder of the Bank, who desires to be a Director of the Bank, should possess 'Fit and Proper' status.

Further the elected Director should execute the deed of covenants and is required to furnish annual declarations as prescribed by the Reserve Bank of India in this regard.

D. DISQUALIFICATIONS FROM BEING ELECTED AS A DIRECTOR OF THE BANK

(A) In terms of Clause 10 of the Nationalized Banks (Management & Miscellaneous Provisions) Scheme, 1970/1980, a person shall be disqualified for being appointed, as and for being a Director:

- a) if he has at any time been adjudicated an insolvent or has suspended payment or has compounded with his creditors; or
- b) if he has been found to be of unsound mind and stands so declared by a competent court; or
- c) if he has been convicted by criminal court of an offence which involves moral turpitude; or
- d) if he holds any office of profit under any nationalized Bank or State Bank of India constituted under sub-section (1) of Section 3 of the State Bank of India, 1955 or any Subsidiary Bank as defined in Section 3 of the State Bank of India (Subsidiary Banks) Act, 1959, except for holding the post of whole time Director, including the Managing Director and Directors nominated under clauses (e) and (f) of sub-section (3) of Section 9 of the Act from among the employees of the Bank and

- (B) If he is not found to be 'fit and proper' person in terms of Notification of Reserve Bank of India -DBOD. No. BC. No. 46/29.39.001/2007-08 and DBOD No. 47/29.39.001/2007-08 dated 01.11.2007 by the Nomination Committee of the Directors of the Bank.
- (C) If he is not found to be satisfying the criteria laid down by the Central Government for consideration as a non official director in Public Sector Banks.

E. LIST OF SHAREHOLDERS

As provided in Regulation 64 of the Union Bank of India (Shares and Meetings) Regulations, 1998, as amended, a copy of the List of Shareholders (in electronic form i.e. CD or such other media) will be available at the Head Office of the Bank from 15th May 2015 onwards for purchase by Shareholders on payment of ₹ 50,000/ (Rupees Fifty Thousand only) by Demand Draft/Pay Order of Scheduled Bank in favor of "Union Bank of India" payable at Mumbai. The candidates desirous of purchasing the said list shall have to give a request letter addressed to Company Secretary, Investor Services Division, Union Bank Bhavan, 239, Vidhan Bhavan Marg, Nariman Point, Mumbai – 400 021 with an undertaking that the list will be used in canvassing for the election and shall not be used for any other purpose whatsoever.

F. INSPECTION OF THE REGISTER OF SHAREHOLDERS

The Register of Shareholders will be open for inspection by the Shareholders, at the Head Office of the Bank on all working days (other than Sundays and Bank Holidays) i.e Monday to Friday between 11.00 a.m. to 4 p.m and on Saturday between 11.00 a.m. to 1.00 p.m. for the purpose of enabling the contestants to take extracts of any part from the Register of the Shareholders.

If any shareholder requires a copy or computer print of select / part information of the same shall be supplied to him on payment at the rate of ₹ 5/- for every 1,000 words or fractional part thereof required to be copied.

G. NOMINATION OF CANDIDATES FOR ELECTION:

In terms of Regulation 65 of the Regulations and Notifications of Reserve Bank of India DBOD No. BC. No. 46 and 47 /29.39.001/2007-08 dated 01.11.2007 read with No.DBOD. BC.No.95/ 29.39.001/2010-11 dated 23.05.2011 and Letter dated 3rd September 2013 vide Ref F. No. 16/83/2013-BO.I issued by Government of India, Ministry of Finance, Department of Financial Services and Criteria laid down by the Central Government for consideration as a non official director in Public Sector Banks issued on March 25th, 2015 (GOI Guidelines) and other applicable provisions of various Acts, Guidelines, Directives, nomination of a candidate for election as a Director shall be accepted provided:

- a) He / she is a shareholder holding not less than 100 (One hundred) shares of the Bank as on Friday 15th May 2015 being the Specified Date of reckoning for participation in the election and undertakes to hold a minimum of 100 shares till the date of the meeting and thereafter till the end of his/her tenure, if he/she is elected.

- b) As on **Thursday, 11th June 2015 being the last date for receipt of nomination**, he / she is not disqualified to be Director under the Act / Scheme / Regulation / RBI Notifications/GOI Guidelines.
- c) The nomination is in writing signed by at least one hundred shareholders entitled to elect Directors under the Act or by their duly constituted attorney, provided that a nomination by shareholder who is a company may be made by a resolution of the Directors of the said Company and where it is so made, a copy of the resolution certified to be true copy by the Chairman of the meeting at which it was passed shall be dispatched to the Head Office of the Bank addressed to the Company Secretary, Union Bank of India and such copy shall be deemed to be a nomination on behalf of such Company.
- d) The valid nominations by the shareholders (Minimum 100) is accompanied by a Declaration by the candidate duly signed by the candidate before a Judge, Magistrate, Registrar or Sub-Registrar of Assurances or other Gazetted Officer or an officer of the Reserve Bank of India or any Nationalized Bank, that he / she accepts the nomination and is willing to stand for election, and that he / she is not disqualified either under the Act or Regulation Act or the Scheme or the Regulations or applicable GOI guidelines from being a Director along with his / her personal details (biodata) duly signed and affirming that such details are true to the best of his / her knowledge and belief and also his / her undertaking to keep the Bank fully informed as soon as possible of such events which are relevant to the information, subsequent to the declaration.
- e) The nomination form and declaration form as prescribed by the Regulation are annexed to this report (The forms are also available on the Bank's website www.unionbankofindia.co.in)
- f) He / She is not disqualified under the Banking Regulation Act, 1949 or the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970/1980 or the Nationalized Banks (Management & Miscellaneous Provisions) Scheme, 1970 or the Union Bank of India (Shares and Meetings) Regulations, 1998 (hereinafter referred to as "the Regulations") and Notification No. DBOD No.BCNO.46/29.39.001/2007-08 dated 01.11.2007 of Reserve Bank of India and Criteria laid down by the Government for Non Official Directors of the Public Sector Banks issued on March 25th, 2015 or such other directives as may be issued from time to time from being elected as a director.

H. SUBMISSION OF NOMINATION FORMS

Shareholders desirous of contesting the election of the Directors of the Bank from amongst the shareholders, other than the Central Government, should submit following documents in formats annexed to this notice, in a sealed envelope to the **Company Secretary, Investor Services Division, Union Bank Bhavan, 239, Vidhan Bhavan Marg, Nariman Point, Mumbai – 400021** on any working day not

less than fourteen days before the date fixed for the AGM i.e., on or before closing hours of the bank at **5.00 p.m., on Thursday, 11th June 2015**:

- a) Duly filled in Declaration Form;
- b) Valid Nominations from minimum of hundred shareholders entitled to participate in the election;
- c) Personal Information, Declaration and Undertaking in the formats annexed to the report together with the connected documents, testimonials, viz. self attested copies of Bio-data, Certificate of Educational Qualifications, Experience, etc.,
- d) The said nomination forms and other documents should be complete in all respects failing which the nominations are liable to be rejected.

I. SCRUTINY OF NOMINATIONS AND ELECTION OF DIRECTORS:

- a) Nominations shall be scrutinized on **Friday, 12th June 2015**, the first working day following the last date fixed for the receipt of the nominations and in case any nomination is not found to be valid, the same shall be rejected after recording the reasons therefor.
- b) Nominations shall also be subject to scrutiny by the Nomination Committee of the Board in terms of the 'Fit and Proper' Guidelines dated November 01, 2007 issued by the Reserve Bank of India. In terms of advice of GOI, the Nomination Committee may also keep in mind the Criteria laid down by the Central Government for consideration as a non official director in Public Sector Banks as issued by Ministry of Finance, Government of India on March 25, 2015 while determination of the Fit & Proper Status of Candidates.
- c) If there are only upto three valid nominations for three vacancies to be filled by the election, the candidate so nominated shall be deemed to be elected forthwith and his/her name and address shall be published as so elected. In such an event or in case no nomination is found valid, the Agenda Item No. 4 at the AGM will not be conducted. The newly elected directors will assume office from 27th June, 2015.
- d) If there are more than three valid nominations, the names of the candidates shall be published in the newspapers and Election will be held and candidate

polling the majority of the votes i.e. aggregate of e-voting and Poll at the meeting will be deemed to have been elected and his/her name will be announced and also published in newspapers.

J. WITHDRAWAL OF CANDIDATURE

If any candidate desires to withdraw his nomination, he would be entitled to do so at any time prior to closing hours of the Bank i.e. **on or before 12.00 noon on Saturday, 20th June 2015** by sending a letter addressed to Company Secretary, Investor Services Division, Union Bank Bhavan, 239, Vidhan Bhavan Marg, Nariman Point, Mumbai – 40021 or sending Fax at 022-22025238 or scanned and signed letter over e-mail at "investorservices@unionbankofindia.com".

K. DISPUTES

If there is any dispute, the same will be settled as per Regulation 67 of the Union Bank of India (Shares and Meetings) Regulations, 1998 as amended.

L. EXTRACTS

As already mentioned elsewhere in the notice, extracts of the relevant portions of the applicable Act / Scheme / Regulations / Notification/ GOI Guidelines are posted on Bank's website www.unionbankofindia.co.in for the benefit of the shareholders. Shareholders desirous of contesting elections may also write to the Company Secretary of the Bank by post or email on investorservices@unionbankofindia.com and the Bank will provide the same.

M. INTEREST OF DIRECTORS

Directors of the Bank to the extent of their shareholding and such Directors who file their nominations may be deemed to be concerned or interested in the aforesaid item of business.

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



(Arun Tiwari)
Chairman & Managing Director

Place: Mumbai
Date : 12th May, 2015