

यूको बैंक  UCO BANK

HEAD OFFICE
10, B.T.M. SARANI,
KOLKATA – 700 001

Minutes of 11th Annual General Meeting of the shareholders of the Bank held at Bhasha Bhavan Auditorium, National Library, Alipore, Kolkata – 700 027 on 30.06.2014 at 11. A.M.

1. ATTENDANCE

1.1. The following Directors were present:

Shri. Arun Kaul, Chairman & Managing Director
Shri. S. Chandrasekharan, Executive Director
Shri. Jai Kumar Garg, Executive Director

1.2 AUTHORISED REPRESENTATIVE

Shri Sanjai Kumar Mishra, Under Secretary, Ministry of Finance, Govt. of India was present on behalf of Government of India.

1.3 Members/proxies/authorised representatives:

2578 individual shareholders, 54 proxy holders and 3 authorized representatives were present at the meeting.

2.0 COMMENCEMENT OF PROCEEDINGS

The Chairman of the meeting welcomed the shareholders and other dignitaries present at the meeting. Since requisite quorum was present as per Regulation 58(1) of UCO Bank (Shares & Meetings) Regulations 2003, the Chairman called the meeting to order.

Thereafter, the Chairman introduced Sri. S. Chandrasekharan, Executive Director, Shri. Jai Kumar Garg, Executive Director, CA S. Mukhopadhyay, Partner of SBA Associates, CA S. Mukherjee, Partner of A. Kayes & Co., the Statutory Central Auditor of the Bank and Shri Sanjai Kumar Mishra, authorised representative of Govt. of India, present at the meeting, to the members of the House. At the request of the Chairman, the shareholders consented that the Notice dated 28.05.2014 of the 11th Annual General Meeting was taken as read.

2.1 Thereafter, the Chairman delivered his speech highlighting the performance of the bank during the year 2013-14 and new initiatives taken by



the Bank during the year in the areas of Expanding Delivery Channels, Customer Acquisition, Initiatives in Priority Sector, Financial Inclusion, Asset Management, NPA Recovery, Technology, Human Resources etc.

3.0 Adoption/Approval of the Resolutions

The Chairman then moved the resolutions relating to approval and adoption of the Balance Sheet of the Bank as on 31st March, 2014, Profit & Loss Account for the year ended 31st March, 2014, the audited report thereon and the Report of the Board of Directors on the working and activities of the Bank for the year ended on 31st March, 2014.

Shri B.N. Kundu, shareholder, proposed the resolution and Sri. S.N. Paul, shareholder, seconded the resolution.

3.1 DISCUSSION ON THE AGENDA

The Chairman then invited the shareholders to participate in the discussion on the Profit & Loss Account, Balance Sheet as on 31st March 2014 and Auditors' Report thereon and also the Directors' report presented to the members.

The shareholders namely Shri Goutam Nandy, Shri Arup Kumar Das, Shri S. Gattani, Shri B.N. Kundu, Shri K.N. Mallick, Shri S.N. Paul, Shri Arovinda Basu, Shri A. S. Roy, Shri Amitava Roy, Shri Rajnath Chakraborty, CA. Sonu Jain, CA B.A. Sreemaj, Shri N.C. Mazumdar, Shri A.K. Paul, Shri Amit Kumar Banerjee, Shri Amitav Roy, Shri Krishnendu Das, Shri M.K. Saraff participated in the discussions.

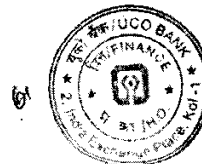
The views expressed/quarries made and suggestions offered by the participants in the discussions are as under:

3.2 VIEWS OF THE SHAREHOLDERS

Shareholders appreciated the excellent performance shown by the Bank during the previous year in spite of economic down turn and congratulated the Chairman & Managing Director and entire staff for the significant progress in the areas of business growth, operating profit, net profit, cash recovery, and the Bank's role in Corporate Social Responsibility during the year ended 31.03.2014.

3.3 QUERIES OF THE SHAREHOLDERS

The shareholders raised several questions on the branch expansion, measures taken by the Bank to reduce Non Performance Assets, dividend policy, sale of assets, measures taken to reduce costs, provisions made, several accounting heads in Balance sheet etc.



3.4 SUGGESTIONS OF THE SHAREHOLDERS

Following suggestions were offered for consideration:-

- ❖ Considering excellent growth in profits, Bank should have declared more dividends to the shareholders for the year 2013-14.
- ❖ The Government of India thrusts upon development of rural and semi urban areas. Accordingly Bank shall draw its expansion plans in the Rural and semi urban areas and to develop more rural oriented products.
- ❖ Additional disclosures viz Sector wise Non performance assets vis a vis exposures, etc shall be given in Annual Report.
- ❖ The financial parameters for the last seven years shown in Annual Report shall also include, dividend history, return on assets, Net Interest Margin etc
- ❖ Full version of Annual Report may be circulated among the shareholders as the saving by circulating abridged balance sheet instead of complete balance sheet is very nominal.
- ❖ Bank shall reward the staff for showing excellent performance during the financial year 2013-14.
- ❖ Bank shall take suitable measures to trace the shareholders and handover the unclaimed shares. Similarly, steps shall be taken to remind the shareholders whose dividend remained unclaimed.

4.0 CHAIRMAN'S REPLY

The Chairman while initiating his responses on shareholders' views, queries and suggestions, he expressed thanks and gratitude to the shareholders for sparing their valuable time to attend the meeting and showing keen interest in wide ranging issues concerning the Bank.

The Chairman informed the members that the suggestions of the shareholders are well taken note of and the same will be considered with all seriousness for implementation wherever they are found suitable in the best interest of the Bank.

The response of the Chairman on various issues raised by the shareholders are as under :

About Dividend Policy:

The Chairman informed the shareholders that the declaration of dividend by the Banks is as per the Policy/guidelines framed by the Reserve Bank of India



and the Government of India. The Board of directors of the Bank deliberated at length on various aspects like conservation of capital through plough back of profits, capital requirements for future growth of business of the Bank and paid an interim dividend of 20% on equity capital and recommended final dividend of 10% on equity capital for the year 2013-14.

About Branch Expansion:

Opening of branches in unbanked rural centres is the one of the objectives of the Bank's branch expansion policy. Bank plans to open more than 250 branches during the current year. Out of these branches, more than 40% of the branches will be in rural and semi urban areas. Furthermore, the Bank is reaching unbanked areas through Business correspondents and opening of ultra small branches.

About queries on financial statements:

The Chairman informed the shareholders that the financial statements of the Bank are drawn as per the disclosure norms prescribed by Reserve Bank of India. The shareholders, who wanted furthermore information, can approach concerned departments of the Bank for obtaining the same.

About reduction in Non Performing Assets:

Bank is making sincere efforts to reduce Non performing Assets through close monitoring and constant follow up including initiation of recovery measures in all the eligible accounts covered under SARFAESI Act. During the last year, Bank could reduce the percentage of Gross NPAs from 5.42 % to 4.32%.

About Human Resources:

Bank in consultation with IIM, Ahmedabad is in the process of finalizing the modalities to reward the staff whose performance is excellent and also to strengthen human resources in the Bank.

About cost reduction

Bank is closely monitoring the costs and taking suitable steps to reduce costs. The cost to income ratio of the Bank is significantly low as compared to other Banks in the industry.

About reduction in return on advances:

Return on advances reduced during the last year on account of reduction in Base rate and growth in less risky and low yielding advances.

The Chairman then clarified several miscellaneous queries raised by the shareholders.

Agenda of declaration of Final Dividend

The Chairman & Managing Director then took up second item on the agenda with regard to declaration of final dividend. The Chairman & Managing Director explained that Board at its meeting dated 21.05.2014 recommended



a final dividend of Rs.1/- per share for the financial year 2013-14. The Bank has already paid an interim dividend of Rs.2/- per share during January, 2014.

Mr. A.S. Roy, shareholder, proposed the resolution and Sri. Krishnendu Das seconded the resolution.

5.0 Conduct of Poll:

The Chairman then informed the members that pursuant to Clause 35B of the Listing Agreement and Rule 20 of Companies (Management and Administration) Rules 2014, listed entities may extend e-voting facility to the shareholders of the Bank to vote on the items on the agenda to be considered at the Annual General Meeting by electronic means.

The Chairman then informed that Bank had appointed M/s. Karyv Computershare Pvt. Ltd. as E-voting Agency and CS Savita Jyoti, Practicing Company Secretary, as Scrutinizer to oversee e-voting process. The e-voting was held from 24th June, 2014 to 26th June, 2014.

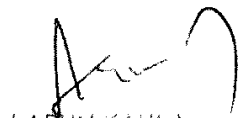
The Chairman further informed that since an option has been given to the shareholders to vote electronically, it became necessary for the Bank to conduct poll at the meeting in respect of the agenda items to be transacted at the Annual General Meeting.

The Chairman & Managing then ordered poll in respect of all items on the agenda of the meeting. The Chairman, further, informed that Bank has appointed CA P.K. Paul, one of the shareholders, and CA Kousik Ghosh, Practicing Chartered Accountant, as Scrutinizers. The Chairman, informed that the results of poll aggregated with the results of e-voting will be placed on the Bank's website and will also be intimated to the National Stock Exchange of India Ltd. (NSE) and Bombay Stock Exchange Ltd (BSE) where equity shares of Bank are listed within two working days.

The Chairman then requested the shareholders to vote on the agenda items of the Annual General Meeting through poll.

6.0 CONCLUSION OF THE MEETING

The shareholders present at the meeting voted through ballot paper on the agenda items of the Annual General Meeting. Immediately after the poll, the scrutinizers took possession of ballot boxes and the meeting concluded.



(ARUN KAUL)
Chairman of the Meeting

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