

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the shareholders of Union Bank of India will be held on Friday, 27th June, 2014 at 11.00 a.m. at Rama Watumull Auditorium, K. C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400020 to transact the following business:-

Ordinary Business:

Item No. 1

To discuss, approve and adopt the Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors' Report on the Balance Sheet and Accounts.

Item No. 2

To declare dividend on Equity Shares for the financial year 2013-14.

Special Business:

Item No. 3

To Issue of Equity Shares through Preferential Allotment to the Government of India (GoI)

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

"RESOLVED THAT pursuant to the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 (the Act) and Union Bank of India (Shares and Meetings) Regulations, 1998 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

- a) create, offer, issue and allot by conversion of 11.10 crore PNCPS (Perpetual Non-cumulative Preferential Shares) of ₹ 10 /- each into 5472563 (Fifty four lacs seventy two thousand five hundred and sixty three) equity shares of ₹ 10/- each at a conversion price of ₹ 202.83 including premium of ₹ 192.83 determined in accordance with Regulation 76(1) of SEBI ICDR Regulations and aggregating upto ₹ 111 crore (Rupees One Hundred and Eleven Crore Only) on preferential basis to Government of India.

"RESOLVED FURTHER THAT the Relevant Date for determination of the Preferential Issue Price is 28th May, 2014."

"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, to 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 Chairman and Managing Director or anyone of the Executive Director or such other officer of the Bank as it may deem fit to give effect to the aforesaid Resolution."

Item No. 4

To Issue of Equity Shares through Qualified Institutional Placement.

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

"RESOLVED THAT pursuant to Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 ("the Act"), Banking Regulations Act, 1949 (Banking Act), Union Bank (Shares and Meetings) Regulations, 1998 (Bank's Regulations), the applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, as amended from time to time and in accordance with applicable rules, regulations, guidelines, circulars and clarifications issued by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities and subject to any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force), the Listing Agreements entered into by the Bank with stock exchanges where the equity shares

of the Bank are listed, any approval, consent, permission or sanction of SEBI and/or Central Government and/or RBI as applicable and required, approvals, consents, permissions or sanctions of other concerned authorities, within or outside India, and such terms, conditions and modifications as may be prescribed by any of them while granting such approvals, consent, permissions or sanctions and which may be agreed to by the Board of Directors of the Bank (hereinafter referred to as "the Board" which term shall include any Committee constituted by the Board), consent of the Bank be and is hereby granted to the Board to create, offer, issue and allot by way of a Qualified Institutional Placement under Chapter VIII of ICDR Regulations, such number of Equity Shares of the Bank to Qualified Institutional Buyers as defined under Chapter VIII of ICDR Regulations, whether they be holders of the shares of the Bank or not, as may be decided by the Board in their discretion and permitted under the applicable laws and regulations, for an aggregate amount not exceeding ₹ 1,386 crore (Rupees One Thousand Three Hundred and Eighty Six Crore Only) at such time or times, at such price or prices including premium in such manner and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) as the Board may in its absolute discretion deem fit or appropriate."

"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

- the relevant date for determination of price of equity shares or such other securities, shall be the date of the meeting at which the Board decides to open the proposed issue of equity shares, or such other time as may be permitted under ICDR Regulations from time to time;
- the Bank in pursuant to proviso to Regulation 85 (1) of ICDR Regulations is authorised to offer shares at a discount of not more than five percent on the aforesaid floor price.
- the allotment of equity shares shall be completed within 12 months from the date of this Resolution approving the proposed issue or such other time as may be permitted under ICDR Regulations from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the draft as well as final offer document(s) determining the form and manner of the issue, including the class of investors to whom the equity shares are to be issued and allotted, number of equity shares to be allotted, issue price, premium amount on issue as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of shares and utilisation of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval

of the members or otherwise to the end and intent that the members 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 engage/appoint the Lead Managers, Legal Advisors, Underwriters, Bankers, Advisors as may be necessary and all such agencies as may be involved or concerned in such offering of equity shares and to remunerate them 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 and to seek the listing of such equity shares on the stock exchanges where the equity shares of the Bank are listed.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to form a Committee of Directors or delegate all or any of its powers to any Director(s) or Committee of Directors/Chairman and Managing Director/Executive Directors/Company Secretary/other person authorised by the Board to give effect to the aforesaid Resolutions and is authorised to take such steps and to do all such acts, deed, matters and things and accept any alteration(s) or amendment(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of equity shares including but not limited to:

- Approving the draft/final offer documents and filing the same with any other authority or persons as may be required;
- Approving the issue price, the number of equity shares to be allotted, the basis of allocation and allotments of equity share;
- Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of equity shares;
- Opening such bank accounts as may be required for the offering;
- To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transaction;
- To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- Making applications for listing of the equity shares of the Bank on the stock exchange(s) where the equity shares of the Bank are listed.

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



(Arun Tiwari)

Chairman & Managing Director

Place : Mumbai
Dated : 28.05.2014

NOTES:

1) EXPLANATORY STATEMENT

The Explanatory Statement setting out the material facts in respect of the Special Business of the meeting is annexed hereto.

2) APPOINTMENT OF PROXY

A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A SHAREHOLDER OF THE BANK. The Proxy Form, in order to be effective, must be received at the Head Office of the Bank not less than FOUR DAYS before the date of the Annual General Meeting, i.e., on or before the closing hours of the Bank i.e. 2.00 p.m., on Saturday, 21st June, 2014.

3) APPOINTMENT OF AUTHORISED REPRESENTATIVE

No person shall be entitled to attend or vote at the Annual General Meeting as a duly authorised 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 authorised 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 not less than FOUR DAYS before the date of the Annual General Meeting, i.e., on or before the closing hours of the Bank i.e. 2.00 p.m., on Saturday, 21st June, 2014.

The proxy form if any executed by such authorised representative will be effective provided the same is deposited with the Bank along with the above documents on or before the closing hours of the Bank on Saturday, 21st June, 2014 at the above mentioned address.

Please note that an employee or officer of the Bank cannot be appointed as authorised representative as per provisions of the Regulations as amended from time to time.

4) ATTENDANCE SLIP-CUM-ENTRY PASS

For the convenience of the shareholders, Attendance Slip-Cum-Entry Pass is annexed to this Report. Shareholders/Proxy holders/Authorised Representatives are requested to affix their signatures at the space provided therein and surrender the Attendance Slip-cum-Entry Pass at the venue. Proxy/Authorised Representative of a shareholder should state on the Attendance Slip-Cum-Entry Pass as "Proxy" or "Authorised Representative" as the case may be.

5) BOOK CLOSURE

The Register of the shareholders and the Share Transfer Register of the Bank will remain closed from Saturday, 21st June, 2014 to Friday, 27th June, 2014 (both days inclusive), for the purpose of Annual General Meeting and for ascertaining the shareholders' entitlement to dividend, 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 27th June, 2014 and in respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as per details to be furnished by the depositories as at the end of business hours on 20th June, 2014 and the dividend shall be paid on 8th July, 2014.

7) TRANSFERS

Share certificates along with transfer deeds should be forwarded to the Registrar and Transfer Agent only for effecting the transfer.

8) DETAILS OF BANK ACCOUNT IN DIVIDEND WARRANTS/DIRECT CREDIT TO UNION BANK ACCOUNT/NATIONAL ELECTRONIC CLEARING SERVICE FACILITY (NECS):

The Bank will credit the dividend amounts to the Bank accounts of the shareholders through Direct Credit to Union Bank Account/National Electronic Clearing Service (NECS) 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/NECS. 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 Cell of the Bank or to/with the Share Transfer Agent of the Bank at the address given in Para (10) below on or before 23rd June, 2014.

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 DIVIDEND, IF ANY

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

As per Section 10B of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the amount of dividend remaining unpaid or unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government under Section 205C/125 of the Companies Act, 1956/2013.

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

(a) For Shareholders Holding Shares in Physical Form:

Shareholders holding shares in physical form are requested to intimate changes, if any, in their registered address and/or Bank particulars, to the Registrar and Transfer Agent of the Bank 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.

(b) For Shareholders Holding Shares in Demat Form:

Shareholders holding shares in dematerialised form are requested to intimate changes, if any, in their registered address and Bank Mandate/details only to their Depository Participant(S).

11) RECORDING OF CHANGE OF STATUS

Non-Resident Indian Shareholders are requested to inform the Share 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

Shareholders / Proxy holders / representatives are requested to bring their copies of the Annual Report and notice to the Annual General Meeting.

14) 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.

15) E-Voting

The Bank is pleased to provide E-Voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Bank to enable them to cast their votes electronically on the resolutions mentioned in the notice of 12th Annual General Meeting of the Bank. The Bank has appointed Mr. S. N. Ananthasubramanian, Practicing Company Secretary or failing him Ms. Malati

Kumar, Practicing Company Secretary or failing her Ms. Aparna Gadgil, Practicing Company Secretary as the Scrutiniser for conducting the E-Voting process in a fair and transparent manner. E-Voting is optional. The E-Voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 23rd May, 2014. The instructions for members for voting electronically are as under:-

(A) In case of shareholders receiving e-mail:

- i) If you are holding shares in a Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used for the same demat account.
- ii) Log on to the E-Voting website www.evotingindia.com
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - "140526002" EVSN along with "UNION BANK OF INDIA"(Company Name) from the drop down menu and click on "SUBMIT"
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department when prompted by the system while E-Voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: UNIONBK026 in the PAN field.

Please enter any one of the details in order to login.

vi After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). Kindly note, that this changed password is to be also used by the Demat holders for voting of resolutions

for the Company or any other Company on which they are eligible to vote, provided that Company opts for E-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii) Click on the relevant EVSN on which you choose to vote.
- ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutiniser to verify the vote.

(D) The voting period begins from 10.00 a.m. on Saturday, June 21st, 2014 and ends at 5.00 p.m. on Monday, June 23rd, 2014. During this period shareholders of the Bank, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 23rd May, 2014, may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(E) In case you have any queries or issues regarding E-Voting, you may refer the Frequently Asked Questions ("FAQs") and E-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

(F) The link for E-Voting will also be made available on the Bank's website www.unionbankofindia.co.in

16) POLL AT MEETING

After the agenda item has been discussed, the Chairman will order a poll in respect of both the items. The poll will be conducted and supervised by Scrutinisers to be appointed for the purpose. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Bank in its website and also informed to the stock exchanges.

Explanatory Statement

Item No.3

Explanatory Statement and Disclosure as required to be made in terms of Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

a. Objects of the Preferential Issue

Approval of the shareholders for conversion of ₹ 111 crore PNCPS to Equity has already been sought from the shareholders in the EGM held on 14.12.2013. However, the same has so far not been converted due to want of final approval of the Government on the issue. In view of the considerable time gap from the previous approval taken in the EGM held on 14th December, 2013 resulting in a variation in the pricing, fresh approval of the shareholders is being sought to convert PNCPS to equity for further strengthening the Core Equity Tier I Capital.

The entire proposed equity capital of ₹ 111 crore would be utilised to improve the Capital Adequacy and to fund general business needs of the Bank. This entire preferential issue of ₹ 111 crore will be subscribed by the Government of India. The Issue Price shall be determined in accordance with Regulation 76 (1) of SEBI ICDR Regulations. The issue price so determined is around ₹ 202.83 considering that the Relevant Date for ascertaining the Issue Price is 28th May, 2014.

b. Shareholding Pattern before and after the issue :

Sl. No.	Category	Before the Issue (As of 23 rd May, 2014)		After the issue	
		No. of shares held	Percentage of shareholding	No. of shares	Percentage of shareholding
A	Promoter's Holding				
1	Promoters				
	Government of India	378971753	60.13	384444316	60.47
	Foreign Promoters				
2	Persons acting in concert				
	Sub Total	378971753	60.13	384444316	60.47
B.	Non -Promoter's Holding				
3	Institutional Investors				
a	Mutual Funds and UTI	34500269	5.47	34500269	5.43
b	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-government Institutions)	68953213	10.94	68953213	10.85
c	FII's	60989670	9.68	60989670	9.59
	Sub Total	164443152	26.09	164443152	25.87
4	Others				
a	Private Corporate Bodies	32568992	5.17	32568992	5.12
b	Indian Public	53666177	8.51	53666177	8.44
c	NRI/OCBs	656199	0.10	656199	0.10
d	Any Others				
	Sub Total	86891368	13.78	86891368	13.66
	Grand Total	630306273	100.00	635778836	100.00

- c. The Bank endeavours to complete the issue process within the prescribed time lines as indicated in SEBI ICDR Regulations.
- d. As the entire preferential issue is proposed to be made to the Government of India, the major shareholder and Promoter of the Bank, there would not be any change in control.
- e. The Pre and Post issue shareholding of the Government of India in respect of allotment of shares on preferential basis would be as under:

	Government of India	
	No. of Shares	Percentage to capital
Pre-issue	378971753	60.13
Post-issue	384444316	60.47

- f. The equity shares of the Bank have been listed for more than six months and accordingly, provisions of Regulation 76 (3) and 78 (5) of SEBI ICDR Regulations and the disclosures under Regulation 73 (1) (f) & (g) of SEBI (ICDR) Regulations, 2009 are not applicable.
- g. All the shares to be issued and allotted to the Government of India shall be locked in for a period of three years from the date of trading approval.
- h. The entire pre-preferential holding of the Government of India will be locked for a period commencing from the Relevant Date to a period of six months from the date of trading approval granted by the stock exchange.
- i. The Certificate issued by the Statutory Auditor(s) certifying that the issue is being made in accordance with the requirements of these regulations will be tabled at the General Meeting.
- j. All the shares held by the Government of India are in dematerialised mode and the Bank is in compliance with the conditions of continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchanges where the equity shares of the Bank are listed.
- k. The Government of India has not sold any equity shares of the Bank during the six months preceding the relevant date.
- l. Clause 23 of the Listing Agreements executed by the Bank with the various Stock Exchanges in India where the Bank's equity shares are listed, provide inter-alia that when it is proposed to increase the issued capital of the Bank by allotment of further shares, such shares, shall be first offered to the existing shareholders of the Bank for subscription in proportion to their shareholding in the Bank unless the shareholders decide otherwise in a general meeting by a special resolution. As it is proposed to allot fully paid up equity shares other than pro rata to the existing shareholders of the Bank, the above resolution is required to be passed. Further, it is also required under Regulation 72 of the SEBI-ICDR Regulations 2009.
- m. The Bank undertakes to re-compute the price of the equity shares in terms of the provisions of SEBI ICDR Regulations where it is required to do.
- n. The Bank undertakes that if the amount payable on account of re-computation of price is not paid within

the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee.

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

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

Item No.4

a) Objects of the Qualified Institutional Placement

Approval of the Share holders for raising of QIP upto ₹ 1,386 crore (Rupees One Thousand Three Hundred and Eighty Six Crore Only) has already been sought from the shareholders in the EGM held on 14th December, 2013. However, due to unfavorable market conditions the same could not be raised till now. With a view to extend the validity of the approval up to 26th June, 2015 as against the present validity up to 13th December, 2014, fresh approval of the shareholders is being sought.

To augment resources and fund future expansion of the Bank, continuous capital is required to be infused. Accordingly, the Bank is contemplating issue of shares by way of Qualified Institutional Placement to Qualified Institutional Buyers. The issue would be made in accordance with the provisions of SEBI ICDR Regulations.

It is proposed to raise upto ₹ 1,386 crore (Rupees One Thousand Three Hundred and Eighty Six Crore only) by way of Qualified Institutional Placement to Qualified Institutional Buyers. The Resolution enables the Board to raise capital within a period of one year from passing of this Resolution at such time (s) and in such tranche (s) that would be in the interest of the Bank. The capital raised would be utilised to improve the Capital Adequacy and to fund general business needs of the Bank.

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. The Special Resolution seeks to give the Board powers to issue Equity Shares in one or more tranches at 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.

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.

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



(Arun Tiwari)
Chairman & Managing Director

Place: Mumbai
Date : 28.05.2014