

यूको बैंक UCO BANK

(A Govt. of India Undertaking)

Head Office: 10, B.T.M. Sarani, Kolkata – 700 001

NOTICE TO SHAREHOLDERS

Shareholders are hereby informed that Bank is seeking shareholders' consent as set out in the Postal Ballot Notice dated February 12, 2018 for issue of such number of equity shares to Government of India on preferential basis, in accordance with SEBI ICDR Regulations 2009, against capital contribution aggregating to Rs. 6507 Crore which includes Rs.1375 Crore received on 29.12.2017 and remaining capital infusion of Rs. 5132 Crore to be received from Government of India during the current financial year 2017-18.

The postal ballot notice dated 12th February, 2018 along with Postal Ballot Form has been dispatched/mailed to the Shareholders of the Bank at their respective addresses/e-mail addresses registered with the Depositories/ Registrars and the same are made available on the Bank's website www.ucobank.com and Karvy Computershare Pvt. Ltd.'s (KCPL) website <https://evoting.karvy.com>.

In accordance with the Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014, as amended, option to transact item of Business given in the Postal Ballot Notice dated 12th February, 2018 through electronic voting system has been extended to the shareholders. Only the shareholders, whose names appear in the Register of Members or Beneficial Owners of shares as on the Cut-off date of 16th February, 2018 will be entitled vote through postal ballot or through remote e-voting.

The remote e-voting commences from 9 a.m. on 20th February, 2018 and ends at 5 p.m. on 21st March, 2018. The e-voting facility shall be blocked forthwith on 21st March, 2018 at 5.00 P M.

The dispatch of Postal Ballot Notices has been completed on 19th February, 2018. The shareholders can also download Postal Ballot Notice from the Bank's website www.ucobank.com and KCPL's website <https://evoting.karvy.com>. The shareholders may apply to the Bank or the RTA, Karvy Computershare Pvt. Ltd., for obtaining duplicate Postal Ballot Form.

Duly filled in postal ballot forms shall reach the scrutinizer C/o. Karvy Computershare Pvt. Ltd., Unit: UCO Bank, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 not later than 05.00 p.m. on 21st March, 2018. If any postal ballot form received after this date and time will not be valid.

The contact details of person responsible to address the grievances connected with the voting by Postal Ballot including voting by electronic means is Shri S.V. Raju, DGM, Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 (Ph. No. 040-67162222, Fax-040-23420814 and email raju.sv@karvy.com).

The Board of Directors of the Bank has appointed Ms. Malati Kumar (C.P. No. 10890) or in her absence, Ms. Ashwini Vartak (C.P. No.16723), Partners of M/s. S.N. Ananthasubramanian & Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot and e-voting in a fair and transparent manner. The voting result in respect of Postal Ballot and e-voting will be declared on or before 22nd March, 2018 and will be put on the aforesaid two websites for information of the Shareholders.

Addendum to Notice of Postal Ballot

In continuation of the disclosures made in the Explanatory Statement to the resolution for issue of equity shares to Government of India on preferential basis against the aggregate capital contribution of Rs.6507 Crore (inclusive of premium) as contained in the Postal Ballot Notice dated 12th February, 2018 dispatched to the shareholders, the following further disclosures are hereby made for information of the Members in compliance of Chapter VII of the SEBI (ICDR) Regulations, 2009.

1. The issue price calculated as on the Relevant Date of 19th February, 2018, in terms of the provisions of Clause 76(1) of the SEBI (ICDR) Regulations, 2009, is Rs. 31.16 Per equity share (including premium of Rs. 21.16 per share) in respect of Preferential Issue of shares against capital contribution aggregating to Rs.6507 Crore to Govt. of India, the Promoters.
2. At the above issue price, Bank can allot upto 208,82,54,172 equity shares to Government of India against proposed capital infusion of Rs.6507 Crore. The shareholding pattern of the Bank before and after the proposed Preferential Issue, would be as follows :-

Sl No	Category	Before the Issue		After the Issue	
		No. of shares held as on 16.02.2018	Percentage of shareholding	No. of shares held	Percentage of shareholding
A.	Promoter's Holding (Government of India)	150,29,27,852	80.50	359,11,82,024	90.80
B.	Non-Promoter Holding	36,39,58,424	19.50	36,39,58,424	9.20
C.	Total	1,86,68,86,276	100.00	395,51,40,448	100.00

3. Since the proposed allotment of equity shares to Government of India will be more than 5% of the capital of the Bank, an application to SEBI on behalf of the Government of India will be made under Regulation 11 of SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011 for exemption from making open offer under Regulation 3(2) of the SEBI (SAST) Regulations, 2011.

This notice is also available on Bank's website www.ucobank.com and KCPL's website <https://evoting.karvy.com> for information of Shareholders.

By order of the Board of Directors
For UCO Bank
Sd/-

(R.K. Takkar)

Place: Kolkata

Date: February 19, 2018

Managing Director & Chief Executive Officer

Honours Your Trust