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सम्मान आपके विश्वास का



UCO BANK
Honours Your Trust



HO/Finance/Share/205/2023-24

Date: 24.01.2024

National Stock Exchange of India Ltd.
"Exchange Plaza"
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051
NSE Scrip Symbol: UCOBANK

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001
BSE Scrip Code: 532505

Madam/ Dear Sir,

Extraordinary General Meeting - Proceedings and Scrutinizer Report

We enclose the proceedings of the Extraordinary General Meeting of the shareholders of the Bank held today i.e. 24.01.2024 at 11.00 am through Video Conference/Other Audio Visual Means (VC/OAVM) in compliance with Reg.30 of SEBI (LODR) Regulations 2015.

Further, we enclose the Scrutinizer report dated 24.01.2024 issued by M/s S N Ananthasubramanian & Co., Company Secretaries, Mumbai.

Please take the same on your records and disseminate.

Yours faithfully,

(Vikash Gupta)
Company Secretary

Encl : as stated



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Proceedings of the Extraordinary General Meeting of the Bank held on Wednesday, 24th January 2024 through Video Conference/Other Audio-Visual Means (VC/OAVM)

1. As per the notice dated 19th December 2023, the Extraordinary General Meeting (EGM) of the shareholders of the Bank commenced at 11.00 am on Wednesday 24th January 2024 through Video Conference/Other Audio-Visual Means (VC/OAVM).
2. The EGM was attended by 35 members including 1 Authorised representative of Government of India (GOI).
3. Shri Vikash Gupta, Company Secretary of the Bank welcomed the shareholders at the EGM.
4. Shri Ashwani Kumar, Managing Director & Chief Executive Officer of the Bank took the chair of the EGM in terms of Regulation 59 (i) of the UCO Bank (Shares and Meetings) Regulations 2003. He then welcomed the shareholders present at the EGM through VC/OAVM. The Chairman called the meeting to order as the requisite quorum was present as per Regulation 58 (i) of UCO Bank (Shares and Meetings) Regulations, 2003.
5. The Chairman then introduced the Directors, Authorised Representative of GOI and statutory central auditors present in the meeting.
6. As the Notice convening the EGM had already been sent to the shareholders in the prescribed manner as well as published in the newspapers and also hosted on the website of the Bank, the Chairman with the consent of the shareholders present, took the Notice as read.
7. At the request of the Chairman Shri Rajendra Kumar Saboo, Executive Director took up each of the agenda items one by one.

Item I - Election of One Director from amongst the shareholders other than Central Government in terms of Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act 1970.

In this regard, Shareholders were informed that Bank had received two nominations up to 05:00 pm of 9th January, 2024 being the last date for receipt of nomination. Post scrutiny, both the candidates were determined to be Fit and Proper by the Nomination and Remuneration Committee as per extant guidelines. The list of valid nominations was intimated to stock exchanges, published on newspapers and hosted on Bank's Website. The brief profile of candidates was also read out.

The Shareholders were further informed that the candidates in respect of whom majority of the votes are polled, shall be elected as Shareholder Director of the Bank



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pursuant to applicable regulatory and statutory guideline w.e.f. 1st February 2024 and hold office for a period of three years. The resolution as proposed in the notice of EGM incorporating the name of the elected director shall also be deemed to have been passed pursuant to the provisions of Regulation 25 (2A) of SEBI Listing Regulations read with Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act 1970.

Item II : Approval of the appointment of Shri Ashwani Kumar as Managing Director & Chief Executive Officer on the Board of the Bank w.e.f. 01.06.2023

In this regard, Shareholders were informed that Shri Ashwani Kumar was appointed as the Managing Director and Chief Executive Officer in UCO Bank vide GOI notification dated 31.05.2023 for a period of three years from the date of the assumption of office or until further orders, whichever is earlier in terms of Section 9(3)(a) of the Banking Companies (Acquisition and Transfer of Undertakings) Act 1970.

Shareholders were further informed that as per proviso to Clause 17(1C) of the SEBI Listing Regulations, 2015, appointment of Director has to be approved at the meeting of the Shareholders. Accordingly, the appointment of Shri Ashwani Kumar as Managing Director and Chief Executive Officer was placed for shareholders' approval at this Extraordinary General Meeting.

Item III : Approval of the appointment of Shri Vijaykumar Nivrutti Kamble as Executive Director on the Board of UCO Bank w.e.f. 09.10.2023

In this regard Shareholders were informed that Shri Vijaykumar Nivrutti Kamble was appointed as Executive Director in UCO Bank vide GOI notification dated 09.10.2023 for a period of three years from the date of the assumption of office or until further orders, whichever is earlier in terms of Section 9(3)(a) of the Banking Companies (Acquisition and Transfer of Undertakings) Act 1970.

Shareholders were further informed that as per proviso to Clause 17(1C) of the SEBI Listing Regulations, 2015, appointment of Director has to be approved at the meeting of the Shareholders. Accordingly, the appointment of Shri Vijaykumar Nivrutti Kamble as Executive Director was placed for shareholders' approval at this Extraordinary General Meeting.

8. The shareholders who pre-registered their names to speak at the meeting, were requested to make their observations/ queries in respect of the Agenda items as set out in the EGM notice. Thereafter, the Chairman responded to the observations / queries made / raised by the said shareholders.
9. The Chairman then requested the shareholders who had not casted their vote through remote e-voting, to cast their vote through e-voting during the meeting.



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10. Shareholders were informed that based on the scrutiny of the remote e-voting and e-voting at the meeting, Scrutiniser shall issue their report, based on which the Results shall be intimated to the stock exchanges and hosted on Bank's Website and e-voting Portal within 24 hours of the Meeting.

11. The Chairman thanked the shareholders for their active participation and informed that e-voting facility shall remain open for the next 30 minutes. The meeting concluded thereafter.

12. Based on the Scrutinizer's Report the Results of each of the agenda items were declared and the same forms part of these proceedings.

Item no. 1 – Election of One Shareholder Director of the Bank.

Name of the Candidate	Total Votes
Mr. Sanjay Kapoor	5,87,251
Mr. Pramoda Ranjan Mishra	15,85,92,746

Based on the majority of the votes polled, **Mr Pramoda Ranjan Mishra has been elected as Shareholder Director w.e.f. 01.02.2024 for a period of three years.**

Item No. 2: Approval of appointment of Shri Ashwani Kumar as Managing Director and Chief Executive Officer.

Particulars	Total		Percentage (%)
	Number	Votes	
Assent	355	11,55,84,89,526	99.9523
Dissent	28	55,18,583	0.0477
Total	383	11,56,40,08,109	100.0000

Based on the above voting polled, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the EGM dated 19th December, 2023 has been passed with **requisite majority.**



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Item No. 3: Approval of the appointment of Shri Vijaykumar Nivrutti Kamble as Executive Director.

Particulars	Total		Percentage (%)
	Number	Votes	
Assent	355	11,55,77,61,794	99.9459
Dissent	32	62,51,394	0.0541
Total	387	11,56,40,13,188	100.0000

Based on the above voting polled, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the EGM dated 19th December, 2023 has been passed with **requisite majority**.

(Vikash Gupta)
Company Secretary

Date : 24.01.2024
Place : Kolkata



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

24th January, 2024

To,
The Managing Director & CEO
UCO Bank
No.10, 7th Floor, Barbourne Road, BTM Sarani,
Kolkata- 700 001

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Shareholders during the Extraordinary General Meeting of your Bank held on **Wednesday, the 24th January, 2024** through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

S. N. Viswanathan



S. N. Viswanathan
Partner

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of UCO Bank held on 24th January, 2024.*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

SCRUTINIZER'S REPORT

Name of the Bank	UCO Bank
Meeting	Extraordinary General Meeting
Day, Date & Time	Wednesday, 24 th January, 2024 at 11:00 A.M.
Deemed Venue	UCO Bank Head Office, 10, BTM Sarani, Kolkata-700 001
Mode	Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as e-voting by Shareholders, at the Extra Ordinary General Meeting ("EGM") of UCO Bank (hereinafter referred to as 'the Bank') held on Wednesday, 24th January, 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolution based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the EGM

2.1 Pursuant to General Circular No. 14/ 2020 dated 08th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020, General Circular No. 22/ 2020 dated 15th June, 2020, General Circular No. 33/ 2020 dated 28th September, 2020, General Circular No. 39/ 2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 (collectively referred to as "MCA circulars"), an advertisement was published in Financial Express (English Newspaper), Jansatta (Hindi Newspaper), and Aajkal (Bengali Newspaper) having electronic editions on 26th December, 2023, specifying



**Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of UCO Bank held on 24th January, 2024.**



S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

- the date & time of the EGM, availability of the notice on the Bank's website and website of Stock Exchanges, manner of registration of email ids by the shareholders (both physical and demat) who are yet to register their email ids with the Bank, manner of voting through remote e-voting or through e-voting system at the EGM etc.
 - 2.2 The Bank also hosted the detailed notice of EGM on its website and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **26th December, 2023** and on the website of KFin Technologies Limited, the e-voting agency.
 - 2.3 The Bank has informed that on the basis of the Register of Shareholders and the list of Beneficial Owners made available by KFin Technologies Limited, Registrar and Share Transfer Agents ("RTA") of the Bank and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Bank completed dispatch of Notice of EGM dated **19th December, 2023** by e-mail to:
 - **5,13,592** Shareholders who had registered their email ids with the Bank/ Depositories (based on cut-off date **22nd December, 2023**) on **26th December, 2023** and
 - **40,629** Shareholders who had registered their email ids with the Bank/ Depositories (based on cut-off date **17th January, 2024**) on **19th January, 2024**.
3. **Cut-off date**
- 3.1 Voting rights with respect to the agenda Item number One (1) were reckoned as on **Friday, 22nd December, 2023** (Cut-off date/ Specified date) and agenda Item number Two (2) and Three (3) were reckoned as on **Wednesday, 17th January, 2024**, being the cut-off date for the purpose of deciding the entitlement of shareholders for remote e-voting and e-voting during the EGM.



*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of UCO Bank held on 24th January, 2024.*



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

4 Remote e-voting process

4.1 Agency

The Bank appointed KFin Technologies Limited ("KFintech") as the agency for providing the platform for remote e-voting and e-voting during the EGM.

4.2 Remote e-voting period

Remote e-voting platform was open from 09:00 a.m. on Saturday, 20th January, 2024 till 5:00 p.m. on Tuesday, 23rd January, 2024 and Shareholders were required to cast their votes electronically conveying their preference/ choice in respect of the candidates' contesting elections on the remote e-voting platform provided by KFintech.

5 Voting at the EGM

5.1 In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again during the General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, KFintech, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the shareholders who had cast their votes through remote e-voting.

6 Counting Process

6.1 On completion of e-voting at the EGM, we unblocked the results of the remote e-voting and e-voting by shareholders at the EGM, on the platform provided by KFintech and downloaded the results.



*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of UCO Bank held on 24th January, 2024.*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

- 6.2 No Shareholder of the Bank other than the Central Government holds more than 10% of total voting rights of all Shareholders of the Bank, accordingly, provisions of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 with respect to restriction of voting rights are not applicable.
- 6.3 All the votes cast by the shareholder were found to be valid.

7. Results

- 7.1 The Consolidated Results with respect to the agenda items as set out in the Notice of EGM is enclosed herewith.
- 7.2 Based on the aforesaid results, we report that
- 7.2.1 Mr. Pramoda Ranjan Mishra can be declared as a Director of the Bank from amongst Shareholders other than the Central Government; and
- 7.2.2 both the Ordinary Resolutions as set out in Item Nos. 2 and 3 of the Notice of EGM have been passed with the requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 5218/2023



S. N. Viswanathan
Partner
ACS: 61955 | COP: 24335
ICSI UDIN: A061955E003297176
24th January, 2024 | Thane

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of UCO Bank held on 24th January, 2024.*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 1: Election of ONE Shareholder Director of the Bank.

Name of the Candidate	Remote e-Voting		Voting at the EGM		Total	
	Voters	Votes	Voters	Votes	Voters	Votes
Mr. Sanjay Kapoor	331	4,80,795	5	1,06,456	336	5,87,251
Mr. Pramoda Ranjan Mishra	201	15,85,92,746	0	0	201	15,85,92,746

S. N. Viswanathan



S. N. Viswanathan
Partner

ACS: 61955 | COP: 24335

ICSI UDIN: A061955E003297176

24th January, 2024 | Thane

Ravi Shankar Narayan

Ravi Shankar Narayan
Chief Returning Officer

UCO Bank

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of UCO Bank held on 24th January, 2024.*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

ELECTION RESULTS

Name of the Candidate	Number of Votes
Mr. Pramoda Ranjan Mishra	15,85,92,746

Pursuant to Regulation 66 of UCO Bank (Shares and Meetings) Regulations, 2003, as amended from time to time, Mr. Pramoda Ranjan Mishra can be declared elected as a Director of the Bank from amongst shareholders other than the Central Government.

Sarkar



S. N. Viswanathan

Partner

ACS: 61955 | COP: 24335

ICSI UDIN: A061955E003297176

24th January, 2024 | Thane

Ravi Shankar Narayan

Ravi Shankar Narayan

Chief Returning Officer

UCO Bank



CONSOLIDATED RESULTS

Item No. 2: Approval of appointment of Shri Ashwani Kumar as Managing Director and Chief Executive Officer.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	349	11,55,83,68,044	6	1,21,482	355	11,55,84,89,526	99.9523
Dissent	26	55,18,579	2	4	28	55,18,583	0.0477
Total	375	11,56,38,86,623	8	1,21,486	383	11,56,40,08,109	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the EGM dated **19th December, 2023** has been passed with requisite majority.




S. N. Viswanathan

Partner

ACS: 61955 | COP: 24335

ICSI UDIN: A061955E003297176

24th January, 2024 | Thane

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of UCO Bank held on 24th January, 2024.*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 3: Approval of the appointment of Shri Vijaykumar Nivrutti Kamble as Executive Director.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	349	11,55,76,40,312	6	1,21,482	355	11,55,77,61,794	99.9459
Dissent	30	62,51,390	2	4	32	62,51,394	0.0541
Total	379	11,56,38,91,702	8	1,21,486	387	11,56,40,13,188	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the EGM dated **19th December, 2023** has been passed with requisite majority.




S. N. Viswanathan

Partner

ACS: 61955 | COP: 24335

ICSI UDIN: A061955E003297176

24th January, 2024 | Thane

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of UCO Bank held on 24th January, 2024.*