



बैंक ऑफ बड़ौदा **Bank of Baroda**

BCC:ISD:111:09:306

27.06.2019

The Vice President B S E Ltd., Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 BSE Code-532134	The Vice President National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai- 400 051 NSE Code- BANKBARODA
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Dear Sir / Madam,

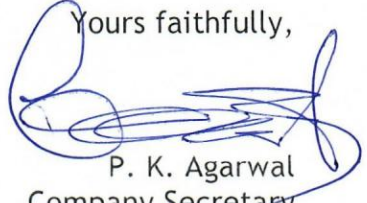
Re: 23rd Annual General Meeting of our Bank - Submission of Proceedings & Voting Results under SEBI (LODR) Regulations, 2015

We advise that the 23rd Annual General Meeting of Bank of Baroda was held at Vadodara on 27th June 2019.

In this regard, we are enclosing the Proceedings of the Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Voting Results as submitted by Scrutinizers.

We request you to take a note of the above pursuant to respective SEBI (LODR) Regulations and upload the same on your website.



Yours faithfully,

P. K. Agarwal
Company Secretary
SB

Encl. - As above



Proceedings
23rd Annual General Meeting

- In accordance with the Notice dated 22nd May 2019, the 23rd Annual General Meeting of the Shareholders of Bank of Baroda was held on Thursday, 27th June, 2019 at 10.00 A.M. at Pandit Deendayal Upadhyay Nagar Gruh, Opp. Kailash Party Plot, Near Ajwa Chowkdi, Ajwa Road, Vadodara - 390 019.
- Dr. Hasmukh Adhia, Chairman of the Bank, chaired the meeting pursuant to Regulation 59 of Bank of Baroda General (Shares and Meetings) Regulations, 1998.
- The Chairman, after ascertaining the quorum, called the Meeting to order.
- The Chairman welcomed the Shareholders and introduced the Directors present. The Chairperson of the Audit Committee of the Board & Chairman of Stakeholders Relationship Committee were also present at the Meeting.
- The Chairman informed that the Notice dated 22nd May 2019 convening 23rd Annual General Meeting was dispatched to all the Shareholders of the Bank through Courier / E-Mails and also published in "Economic Times" & "Indian Express" in English, "Navbharat Times" & "Rashtriya Sahara" in Hindi and "Sandesh" in Gujarati on 05th June 2019. The Notice was also hosted on the website of the Bank. With the permission of the Shareholders present, the Notice was taken as read.
- The Chairman then addressed the Shareholders. He apprised the Shareholders on the Economic and Banking Environment, new initiatives taken by the Bank and future strategy to be adopted to further strengthen the Bank, amalgamation development, etc.
- The Chairman then moved the resolutions as per Notice of 23rd AGM for 1) To discuss, approve and adopt the Balance Sheet of the Bank as at 31st March 2019 and related items; 2) To approve capital plan for raising of Equity Capital by Special Resolution and 3) To approve issuance of 15,00,00,000 equity shares to employees of Bank under BOB-ESPS by Special Resolution.
- The Chairman informed that in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of Companies (Management and Administration) Rules, 2014 (the Rules) the Bank had provided Remote E-Voting facility to Shareholders from 9.00 a.m. on 24th June 2019 to 5.00 p.m. on 26th June 2019 for voting on the items on the agenda.
- The Chairman further informed that the Bank has appointed Karvy Fintech Pvt. Limited as E-voting agency and M/s S. N. Ananthasubramanian & Co, Practicing Company Secretaries as Scrutinizer to oversee the Remote E-voting process.



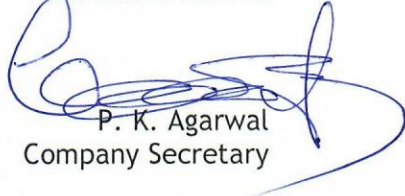


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- The Chairman also informed that voting is also made available at the venue of meeting to Shareholders who have not cast their votes through Remote E-Voting facility and shareholders could vote during the course of the Meeting.
- The Chairman then invited participation of the Shareholders for discussing agenda items.
- Few shareholders spoke one by one at the meeting and made observations / queries in respect of agenda items.
- Shri P. S. Jayakumar, Managing Director & CEO of the Bank responded to the observations made / queries raised by the Shareholders.
- The Chairman thanked the Shareholders for their active participation and requested the Shareholders present to cast their votes, if not already voted.
- After casting of the votes by Shareholders, the 23rd AGM of the Bank concluded.
- Consolidated Voting Results were uploaded on the website of BSE, NSE, Bank and Karvy.



For Bank of Baroda


P. K. Agarwal
Company Secretary

Place: Vadodara

Date: 27th June 2019

Encl: As Above

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400


10/26, Brindaban, Thane (West) – 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

CONSOLIDATED RESULTS


Item No. 1: To discuss, approve and adopt the Balance Sheet of the Bank as at 31st March, 2019, Profit and Loss Account for the year ended 31st March, 2019, the Report of 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.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	460	74,78,04,798	80	266,32,88,821	540	341,10,93,619	100.00
Dissent	7	1,753	1	25	8	1,778	0.00
Total	467	74,78,06,551	81	266,32,88,846	548	341,10,95,397	100.00

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No.1** of the Notice of the AGM dated 22nd May, 2019 has been **passed with requisite majority**.


S. N. Ananthasubramanian
Partner
FCS : 4206
COP No. : 1774




Parvat A. Chocha
Shareholder Scrutinizer

27th June, 2019
Vadodara

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CONSOLIDATED RESULTS

Item No. 2: To approve Equity Capital Plan of Bank for F.Y. 2019-20

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	450	71,13,80,273	80	266,32,88,821	530	337,46,69,094	98.89
Dissent	27	3,77,14,717	1	25	28	3,77,14,742	1.11
Total	477*	74,90,94,990	81	266,32,88,846	558	341,23,83,836	100.00

* Votes in respect of 03 folios have not been cast in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 22nd May, 2019 has been **passed with requisite majority**.



S. N. Ananthasubramanian

Partner

FCS : 4206

COP No. : 1774





Parvat A. Chocha

Shareholder Scrutinizer

27th June, 2019

Vadodara

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CONSOLIDATED RESULTS

Item No. 3: To approve issuance of up to 15,00,00,000 (Fifteen Crore) new Equity Shares to Employees and Whole-time Directors of the Bank under the Bank of Baroda Employee Stock Purchase Scheme

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	349	65,10,65,870	80	266,32,88,821	429	331,43,54,691	97.13
Dissent	124	9,80,28,687	1	25	125	9,80,28,712	2.87
Total	473*	74,90,94,557	81	266,32,88,846	554	34123,83,403	100.00

* Votes in respect of 02 folios have not been cast in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 22nd May, 2019 has been **passed with requisite majority**.



S. N. Ananthasubramanian
Partner

FCS : 4206
COP No. : 1774

27th June, 2019
Vadodara





Parvat A. Chocha
Shareholder Scrutinizer