



BCC:ISD:115:140

07.07.2023

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: 27th Annual General Meeting of our Bank – Submission of Proceedings & Voting Results under SEBI (LODR) Regulations, 2015

We advise that the 27th Annual General Meeting of Bank of Baroda was held today i.e. 07th July 2023 at 11.00 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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

Encl.- As above

Proceedings

27th Annual General Meeting through VC / OAVM

- In accordance with the Notice dated 29th May 2023, the 27th Annual General Meeting of the Shareholders of Bank of Baroda was held on Friday, 07th July 2023 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with MCA (Ministry of Corporate Affairs) / SEBI guidelines.
- Dr. Hasmukh Adhia, Chairman of the Bank, chaired the meeting pursuant to 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 & Stakeholders Relationship Committee were also present at the Meeting.
- The Chairman further informed that the Notice of this meeting along with the various links including Full Annual Report 2022-23 was e-mailed on 09th June 2023 to the Shareholders who have registered their email ids. Post-dispatch, E-voting Notice of 27th AGM was published in Business Standard & Indian Express in English, Business Standard in Hindi, and Sandesh in Gujarati on 13th June 2023.
- The Notice of AGM 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 moved the resolutions as per Notice of 27th AGM for approving 1) Financial Results of the Bank for the year ended 31st March, 2023. 2) Declaration of dividend for the FY2022-23. 3) Re-appointment of Shri Sanjiv Chadha, as the Managing Director & CEO of the Bank. 4) Appointment of Shri Lalit Tyagi, as an Executive Director of the Bank. 5) Appointment of Shri Mukesh Kumar Bansal, as a Non-Executive Director of the Bank. 6) Appointment of Shri Debadatta Chand, as the Managing Director and Chief Executive Officer of the Bank.
- The Chairman informed that in terms of Regulation 44 of SEBI (LODR) Regulations, 2015 read with Rule 20 of Companies (Management and Administration) Rules, 2014 the Bank had provided Remote E-Voting facility to Shareholders from 9.00 a.m. on 04th June 2023 to 5.00 p.m. on 06th June 2023 for voting on the items on the agenda.
- The Chairman further informed that the Bank has appointed KFin Technologies Ltd. as e-voting agency and M/s S. N. Ananthasubramanian & Co, Practicing Company Secretaries as Scrutinizer to oversee the Remote E-voting and e-voting process.

- 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 Debadatta Chand, Managing Director & CEO of the Bank responded to the observations / queries raised by the Shareholders.
- The Chairman thanked the Shareholders for their active participation and informed that e-voting facility is available for the members who have not cast their votes to cast their votes for further 30 minutes. The meeting concluded after this voting.
- Consolidated Voting Results were also uploaded on the website of BSE, NSE, Bank and KFin.

Yours faithfully,

P K Agarwal
Company Secretary

Date: 07th July 2023



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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ICSI Unique Code: P1991MH040400

07th July, 2023

To,
The Managing Director & Chief Executive Officer
Bank of Baroda
Baroda Bhavan, Alkapuri,
Vadodara - 390007.

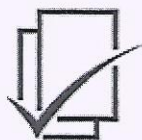
Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your shareholders during the Annual General Meeting of your Bank held on 07th July, 2023 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
Partner



SCRUTINIZER'S REPORT

Name of the Bank	Bank of Baroda
Meeting	27th Annual General Meeting
Day, Date & Time	Friday, 07th July, 2023 at 11.00 A.M.
Deemed Venue	Baroda Bhavan, Alkapuri, Vadodara - 390007.
Mode	Through 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 the e-voting by Shareholders at the Annual General Meeting ("AGM") of Bank of Baroda (hereinafter referred to as 'the Bank') held on Friday, 07th July, 2023 at 11.00 a.m. 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 resolutions, based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1. Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other general meetings of Members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), an advertisement was published in **Business Standard** and **Indian Express** (English newspaper), **Business Standard** (Hindi newspaper) and **Sandesh** (Gujarati -Vernacular language newspaper) on **13th June, 2023** specifying the date & time of the AGM, 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 AGM etc.

2.2. The Bank hosted the detailed notice of AGM on its website and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **09th June, 2023**.

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 AGM on **09th June, 2023** by e-mail to **10,79,669** Shareholders who had registered their email ids with the Bank.

2.4. As informed to us, no Shareholder has registered his/her email-id pursuant to the advertisements made by the Bank.

3. Cut-off date

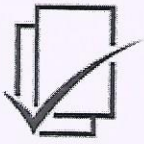
3.1 Voting rights with respect to the agenda items were reckoned as on **Friday, the 30th June 2023**, being the cut-off date for the purpose of deciding the entitlement of Shareholders for remote e-voting and e-voting during the AGM.

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 AGM.





4.2. Remote e-voting period

Remote e-voting platform was open from **09.00 a.m. (IST) on Tuesday, 04th July 2023 till 5.00 p.m. (IST) on Thursday, 06th July 2023** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the resolution on the remote e-voting platform provided by KFintech.

5. Voting at the AGM

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 AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of the AGM, 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 AGM, we unblocked the results of the remote e-voting and e-voting by Shareholders at the AGM, on the KFintech e-voting platform and downloaded the results for scrutiny.

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,





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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 Members were found to be valid.

7. Results

7.1. Consolidated results with respect to the agenda items as set out in the Notice of the AGM dated **29th May, 2023** is enclosed herewith.

7.2. Based on the aforesaid results, we report that 6 (Six) Ordinary Resolutions as set out in Item No. 1 to 6 of the Notice of the AGM dated **29th May, 2023** have been passed with the requisite majority.

For **S. N. ANANTHASUBRAMANIAN & Co.**
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 606/2019

S. N. Viswanathan



S. N. Viswanathan
Partner
ACS: 61955 | COP: 24335
ICSI UDIN: A061955E000567680
07th July, 2023 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 1: To discuss, approve and adopt the Audited Balance Sheet of the Bank as at March 31, 2023.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,034	4,41,78,67,114	16	34,638	2,050	4,41,79,01,752	98.3598
Dissent	54	7,36,72,715	2	190	56	7,36,72,905	1.6402
Total	*2,088	4,49,15,39,829	18	34,828	*2,106	4,49,15,74,657	100.0000

* Five (5) Members have not cast all their votes in same manner.

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 29th May, 2023 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries





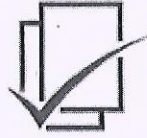
S. N. Viswanathan
Partner

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07th July, 2023 | Thane

Report of Scrutinizer on remote e-voting and e-voting by Shareholders during the 27th AGM of Bank of Baroda held on 07th July, 2023.



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 2: To approve and declare dividend on Equity Shares of the Bank for the Financial Year 2022-23.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,071	4,49,62,97,931	16	34,638	2,087	4,49,63,32,569	99.9999
Dissent	20	3,465	2	190	22	3,655	0.0001
Total	*2,091	4,49,63,01,396	18	34,828	*2,109	4,49,63,36,224	100.0000

* Three (3) Members have not cast all their votes in same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 29th May, 2023 has been **passed with requisite majority**.

For **S. N. ANANTHASUBRAMANIAN & Co.**
Company Secretaries



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Partner

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Company Secretaries

CONSOLIDATED RESULTS

Item No. 3: To approve re-appointment of Shri Sanjiv Chadha, Managing Director & CEO (DIN: 08368448).

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,936	4,35,24,68,374	16	34,638	1,952	4,35,25,03,012	96.8015
Dissent	137	14,38,14,966	2	190	139	14,38,15,156	3.1985
Total	*2,073	4,49,62,83,340	18	34,828	*2,091	4,49,63,18,168	100.0000

* Twelve (12) Members have not cast all their votes in same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 29th May, 2023 has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries



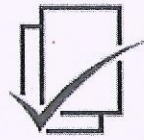


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Company Secretaries

CONSOLIDATED RESULTS

Item No. 4: To approve appointment of Shri Lalit Tyagi, Executive Director (DIN: 08220977)

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,952	4,42,07,03,088	16	34,638	1,968	4,42,07,37,726	98.3188
Dissent	120	7,55,90,289	2	190	122	7,55,90,479	1.6812
Total	*2,072	4,49,62,93,377	18	34,828	*2,090	4,49,63,28,205	100.0000

* Ten (10) Members have not cast all their votes in same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 29th May, 2023 has been **passed with requisite majority**.

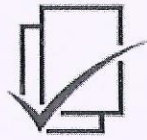
For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries





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Report of Scrutinizer on remote e-voting and e-voting by Shareholders during the 27th AGM of Bank of Baroda held on 07th July, 2023.



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 5: To approve appointment of Shri Mukesh Kumar Bansal, Non-Executive Director (Government of India's Nominee Director) (DIN: 03359724)

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,502	4,02,85,38,848	16	34,638	1,518	4,02,85,73,486	89.5969
Dissent	574	46,77,59,927	2	190	576	46,77,60,117	10.4031
Total	*2,076	4,49,62,98,775	18	34,828	*2,094	4,49,63,33,603	100.0000

* Thirteen (13) Members have not cast all their votes in same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 29th May, 2023 has been **passed with requisite majority**.

For **S. N. ANANTHASUBRAMANIAN & Co.**
Company Secretaries

S. N. Viswanathan



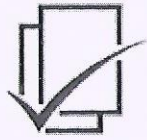
S. N. Viswanathan
Partner

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Report of Scrutinizer on remote e-voting and e-voting by Shareholders during the 27th AGM of Bank of Baroda held on 07th July, 2023.



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 6: To approve appointment of Shri Debadatta Chand, Executive Director as the Managing Director and Chief Executive Officer of the Bank w.e.f. 01st July 2023 (DIN: 07899346)

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,937	4,36,43,86,635	16	34,638	1,953	4,36,44,21,273	97.0672
Dissent	130	13,18,67,728	2	190	132	13,18,67,918	2.9328
Total	*2,067	4,49,62,54,363	18	34,828	*2,085	4,49,62,89,191	100.0000

* Eleven (11) Members have not cast all their votes in same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 29th May, 2023 has been **passed with requisite majority**.

For **S. N. ANANTHASUBRAMANIAN & Co.**
Company Secretaries

S. N. Viswanathan



S. N. Viswanathan
Partner

ACS: 61955 | COP: 24335

ICSI UDIN: A061955E000567680

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Report of Scrutinizer on remote e-voting and e-voting by Shareholders during the 27th AGM of Bank of Baroda held on 07th July, 2023.