



बैंक ऑफ बड़ोदा **Bank of Baroda**

BCC:ISD:109:09:282

Date: 30.06.2017

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: 21<sup>st</sup> Annual General Meeting of our Bank - Submission of Proceedings & Voting Results under SEBI (LODR) Regulations, 2015**

We advise that the 21<sup>st</sup> Annual General Meeting of Bank of Baroda was held at Vadodara on 30<sup>th</sup> June 2017, as notified to the Stock Exchanges earlier.

In this regard, we are now pleased to enclose the following:

1. Proceedings of the Meetings duly signed pursuant to Clause A(13) of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Consolidated Voting Results on -3- Agenda Items of the AGM in prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/8/2015 dated 04<sup>th</sup> November 2015, i.e. Aggregate of Remote E-Voting held between 27.06.2017 to 29.06.2017 and Voting held at the Meeting, as certified by the Scrutinizers vide their report dated 30.06.2017. The Resolutions were passed with the requisite majority.
3. The summary of Consolidated Scrutinizers' Report.

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,

M. L. Jain

General Manager

Secretary to Board & Company Secretary

Encl.- As above

बड़ोदा कार्पोरेट सेन्टर, सी-26, जी-ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पू.), मुंबई - 400 051, भारत.

Baroda Corporate Centre, C-26, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, India.

फोन / Phone : 91 22 6698 5812 / 5846

ई-मेल / E-mail : companysecretarybcc@bankofbaroda.com • वेब / Web : www.bankofbaroda.co.in



**Proceedings**  
**21<sup>st</sup> Annual General Meeting**

- In accordance with the Notice Dated 27<sup>th</sup> May 2017, the 21<sup>st</sup> Annual General Meeting of the Shareholders of Bank of Baroda was held on Friday, 30<sup>th</sup> June, 2017 at 10.15 A.M. at Sir Sayajirao Nagargriha, Vadodara Mahanagar Seva Sadan, T.P. - 1, F.P. 549/1, Near GEB Colony, Old Padra Road, Akota, Vadodara - 390020.
- Shri Ravi Venkatesan - 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 present at the Meeting.
- The Chairman informed that the Notice dated 27<sup>th</sup> May 2017 convening 21<sup>st</sup> Annual General Meeting was dispatched to all the Shareholders of the Bank through Registered Post / E-Mails and also published in "Economic Times" and "The Indian Express" in English, "Hindustan" in Hindi and "Sandesh" in Gujarati on 06<sup>th</sup> June 2017. The Notice has also been 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 in view thereof, and strategy to be adopted / focus areas to further strengthen the Bank.
- The Chairman then moved the resolution pertaining to Agenda Item No. 1 for discussion, approval and adoption of Balance Sheet and Profit and Loss Account for the year ended 31<sup>st</sup> March 2017 together with reports of Board of Directors on the working and activities of the Bank for the FY 2016-17 and Auditor's Report on the Balance Sheet and Accounts, which was proposed and seconded by the Shareholders.
- The Chairman informed that in terms of Regulation 44 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended (the Rules) the Bank had provided Remote E-Voting Facility to Shareholders from 27<sup>th</sup> June 2017 to 29<sup>th</sup> June 2017.
- The Chairman further informed that the Bank has appointed Karvy Computershare Pvt. Limited as E-voting agency and M/s S N Ananthasubramanian & Co, Practicing Company Secretaries represented by Ms. Malati Kumar, as Scrutinizer to oversee the Remote E-voting process.
- The Chairman also informed that in terms of the amended Rules, voting would also be conducted at the meeting to enable Shareholders who have not voted on the Agenda Item by using Remote E-Voting facility and for the purpose engaged the services of Karvy Computershare Pvt Ltd to provide Tab based E-Voting facility to cast their Votes at the meeting on the Agenda Item. The Chairman said that Ms. Malati Kumar, representing M/s S N Ananthasubramanian & Co, Practicing Company Secretaries and Shri Maganbhai M Patel, a Shareholder of the Bank have been appointed as Scrutinizers for the Voting process at the meeting.
- The Chairman then invited participation of the Shareholders for discussing the Balance Sheet as at 31<sup>st</sup> March 2017, Profit & Loss Account for the year ended 31<sup>st</sup> March 2017, the Directors' Report and the Auditors' Report on the Balance Sheet and Accounts.





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- Shareholders spoke one by one at the meeting and made observations in respect of areas such as Non-Performing Assets, Restructuring and Stressed Assets, exposure to sensitive sectors, provisioning, loans to large corporates & MSME, Operating Profit and IT Initiative, customer service, demonetization, etc..
- At the request of the Chairman, Shri P. S. Jayakumar, Managing Director & CEO of the Bank appraised the Shareholders about the new innovations and initiatives taken and responded to the observations made / queries raised by the Shareholders.
- The Chairman then moved the resolution pertaining to Agenda Item No. 2 proposed and seconded by the Shareholders for the declaration of dividend and informed that the Board of Directors at the Meeting held on 18<sup>th</sup> May, 2017 recommended a Dividend of Rs.1.20 per equity share of face value of Rs. 2/- each. The Bank has fixed the dividend payment date as 10<sup>th</sup> July 2017.
- The Chairman then moved the resolution pertaining to Agenda Item No. 3 proposed and seconded by the Shareholders to be passed as Special Resolution for approval of the raising of additional Equity Capital up to Rs 6000/- Cr (Rupees Six Thousand Crore) by way of various modes such as Qualified Institutions Placement (QIP)/ Follow on Public Offer (FPO) /Preferential Issue/Rights Issue/ /ADR-GDR/Private Placement of Equity / Compulsorily Convertible Debentures and any other mode or combination of these.
- The Chairman then thanked the Shareholders for their active participation and concluded the discussions and said that facility have been provided to exercise Tab based Voting at the meeting and requested the Shareholder present to cast their Votes, if not already voted.
- The Chairman announced that after the casting of the Votes by Shareholders, the 21<sup>st</sup> AGM of the Bank shall stand closed.
- He also informed that based on the Results of the Scrutinizers, the Consolidated Voting Results of remote E-Voting and Voting at the AGM on the Agenda items will be announced maximum within two days of the meeting and will also be hosted on the websites of the Bank, National Stock Exchange of India Ltd (NSE), BSE Ltd and M/s. Karvy Computershare (P) Ltd, "the Agency" appointed by the Bank for facilitating E-voting.
- The Chairman thanked all the Shareholders for their presence & support.
- After the casting of the Votes by Shareholders present and closing of the Tab Voting process, the 21<sup>st</sup> Annual General Meeting of the Bank of Baroda was closed.

### RESULTS:

Based on the Report of the Scrutinizers, all the -3- agenda items stand passed with requisite majority.

The information on Consolidated Voting Results is enclosed in the prescribed format, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015.

Place: Vadodara  
Date: 30<sup>th</sup> June 2017  
Encl: As Above



For Bank of Baroda

M.L. Jain  
General Manager  
Secretary to Board &  
Company Secretary

बड़ौदा कार्पोरेट सेन्टर, सी-26, जी-ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पू.), मुंबई - 400 051, भारत.

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Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	30 <sup>th</sup> June 2017
Total number of shareholders on record date	311045
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	203
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1													
Resolution required: (Ordinary/ Special)	ORDINARY - To discuss, approve and adopt the Balance Sheet of the Bank as at 31st March 2017, Profit and Loss Account for the year ended 31st March, 2017, the report of Board of Directors and Auditor's Report thereon.													
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes													
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100						
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000						
	Poll	1364940578	1364940578	100.0000	1364940578	0	100.0000	0.0000						
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000						
Public- Institutions	Total		1364940578	100	1364940578	0	100	0.0000						
	E-Voting		669225950	87.3654	669225950	0	100.0000	0.0000						
	Poll	766008391	0	0.0000	00	0	0.0000	0.0000						
Public- Others	Postal Ballot		0	0.0000	00	0	0.0000	0.0000						
	Total		669225950	87.3654	669225950	0	100	0.0000						
	E-Voting		9858363	5.6915	9858066	297	99.9969	0.0030						
Public- Others	Poll	173210629	64761	0.0374	64761	0	100.0000	0.0000						
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000						
	Total		9923124	5.7289	9922827	297	99.997	0.003						
Total		2304159598	2044089652	88.7130	2044089355	297	100.0000	0.0000						



कृते बैंक ऑफ बड़ोदा  
For Bank of Baroda

कंपनी सचिव  
Company Secretary

Resolution No.	2											
Resolution required: (Ordinary/Special)	ORDINARY - To declare dividend for the Financial Year 2016-17.											
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	N/A			
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000					
	Poll		1364940578	100.0000	1364940578	0	100.0000	0.0000				
	Postal Ballot (if applicable)		1364940578									
	Total		1364940578	100	1364940578	0	100	0.0000				
Public- Institutions	E-Voting		667375540	87.1238	667375540	0	100.0000	0.0000				
	Poll		0	0.0000	00	0	0.0000	0.0000				
	Postal Ballot		766008391									
	Total		667375540	87.1238	667375540	0	100	0.0000				
Public-Others	E-Voting		9858403	5.6916	9858173	230	99.9976	0.0023				
	Poll		64761	0.0374	64761	0	100.0000	0.0000				
	Postal Ballot		173210629									
	Total		9923164	5.729	9922934	230	99.9977	0.0023				
	Total		2304159598	88.6327	2042239052	230	100.0000	0.0000				



  
**रुनी देव शर्मा**  
**For Bank of Baroda**  
**रुनी शर्मा**  
**Company Secretary**

Resolution No.	3											
Resolution required: (Ordinary/ Special)	ORDINARY - To approve raising of Equity Capital upto Rs. 6,000/- crore (including premium) - by Special Resolution.	Whether promoter/ promoter group are interested in the agenda/resolution?										NO
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)]*100				
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000				
	Poll	1364940578	1364940578	100.0000	1364940578	0	100.0000	0.0000				
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000				
	Total		1364940578	100	1364940578	0	100	0				
Public- Institutions	E-Voting		669364750	87.3835	639024171	30340579	95.4672	4.5327				
	Poll	766008391	0	0.0000	00	0	0.0000	0.0000				
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000				
	Total		669364750	87.3835	639024171	30340579	95.4673	4.5327				
Public-Others	E-Voting		9858420	5.6916	9857480	940	99.9904	0.0095				
	Poll	173210629	64761	0.0374	64761	0	100.0000	0.0000				
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000				
	Total		9923181	5.729	9922241	940	99.9905	0.0095				
	Total	2304159598	2044228509	88.7191	2013886990	30341519	98.5157	1.4843				



कृपे बैंक ऑफ़ बड़ोदा  
For Bank of Baroda  
कंपनी सचिव  
Company Secretary

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

10/26, BRINDABAN, THANE - 400 601 Tel: 25345648 / 2543 2704 : Fax 2539 0292 - email [snac@snacc.net](mailto:snac@snacc.net) : website [www.snacc.net](http://www.snacc.net)

**Consolidated Results**

Item No. 1: To discuss, approve and adopt the Balance Sheet of the Bank as at 31<sup>st</sup> March 2017, Profit and Loss Account for the year ended 31<sup>st</sup> March, 2017, the report of the 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	478	67,90,84,016	142	136,50,05,339	620	204,40,89,355	100.00
Dissent	5	297	0	0	5	297	0.00
<b>Total</b>	<b>483</b>	<b>67,90,84,313</b>	<b>142</b>	<b>136,50,05,339</b>	<b>625</b>	<b>204,40,89,652</b>	<b>100.00</b>

Based on the aforesaid result, the Ordinary Resolution as contained in Item No.1 of the Notice of the AGM dated 27<sup>th</sup> May, 2017 has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar  
 Partner  
 C.P. No.: 10980

Date : 30<sup>th</sup> June, 2017  
 Place : Vadodara



Maganbhai M. Patel  
 Shareholder Scrutinizer  
 (DP Id 1301870000034306)

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

10/26, BRINDABAN, THANE – 400 601 Tel: 25345648 / 2543 2704 : Fax 2539 0292 – email [snac@snaco.net](mailto:snac@snaco.net); website [www.snaco.net](http://www.snaco.net)

**Item No. 2: To declare dividend for the Financial Year 2016-17**

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	478	67,72,33,713	142	136,50,05,339	620	204,22,39,052	100.00
Dissent	3	230	0	0	3	230	0.00
<b>Total</b>	<b>481</b>	<b>67,72,33,943</b>	<b>142</b>	<b>136,50,05,339</b>	<b>623</b>	<b>204,22,39,282</b>	<b>100.00</b>

Based on the aforesaid result, the **Ordinary Resolution** as contained in **Item No.2** of the Notice of the AGM dated 27<sup>th</sup> May, 2017 has been passed with requisite majority.

*Malati A. Kumar*

**Malati Kumar**  
Partner

C.P. No.: 10980

Date : 30<sup>th</sup> June, 2017  
Place : Vadodara



**Maganbhai M. Patel**  
Shareholder Scrutinizer  
(DP Id 1301870000034306)



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

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email [sna@snaco.net](mailto:sna@snaco.net): website [www.snaco.net](http://www.snaco.net)

Item No. 3: To raise additionally capital of up to Rs.6000 Crore through equity capital by way of various modes such as Qualified Institutions Placement (QIP) / Follow on Public Offer (FPO) /Preferential Issue/Rights Issue/ ADR-GDR/Private Placement of Equity / Compulsorily Convertible Debentures and any other mode or combination of these at premium/discount to the market price.

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	460	64,88,81,651	142	136,50,05,339	602	201,38,86,990	98.52
Dissent	24	3,03,41,519	0	0	24	3,03,41,519	1.48
<b>Total</b>	<b>484</b>	<b>67,92,23,170</b>	<b>142</b>	<b>136,50,05,339</b>	<b>626</b>	<b>204,42,28,509</b>	<b>100.00</b>

Based on the aforesaid result, the Special Resolution as contained in Item No.3 of the Notice of the AGM dated 27<sup>th</sup> May, 2017 has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar  
 Partner  
 C.P. No.: 10980



Maganbhai M. Patel  
 Shareholder Scrutinizer  
 (DP Id 1301870000034306)

Date : 30<sup>th</sup> June, 2017  
 Place : Vadodara