



BCC:ISD:115:16:321

21.12.2023

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

We advise that the Extraordinary General Meeting of Bank of Baroda interalia, for election of One Shareholder Director was held today i.e. 21st December 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

Extraordinary General Meeting (EGM) through VC / OAVM

- In accordance with the Notice dated 08th November 2023, the Extraordinary General Meeting (EGM) of the Shareholders of Bank of Baroda was held on Thursday, 21st December, 2023 at 11.00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with regulatory guidelines.
- 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 in order.
- The Chairman welcomed the Shareholders and introduced the Directors present at the Meeting.
- The Company Secretary informed that Pre-dispatch Notice providing details of this meeting was published in Business Standard and The Indian Express in English, Business Standard in Hindi, and Sandesh in Gujarati on 02nd November 2023. The Notice of this meeting was e-mailed on 21st November 2023 to the Shareholders who have registered their email ids. Post-dispatch, E-voting Notice of EGM was published in Business Standard and The Indian Express in English, Business Standard in Hindi, and Sandesh in Gujarati on 22nd November 2023. The Notice was also hosted on the website of the Bank. With the permission of the Shareholders present, the Notice was taken as read.

- It was informed that the Bank had received -8- nominations upto 06th December 2023, being the last date for receipt of nominations and out of which all -8- nominations were found to be valid after primary Scrutiny.
- These -8- nominations were placed before the Nomination and Remuneration Committee of the Board at its meeting held on 12th December 2023 for determining their 'Fit & Proper' status in terms of Reserve Bank of India and Government of India guidelines. The Committee after conducting necessary due diligence determined all candidates to be "Fit & Proper" for contesting the election of Shareholder Director.
- It was also informed that the candidate polling the highest of votes from amongst the -8- candidate shall be declared elected.

- It was 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 18th December 2023 to 5.00 p.m. on 20th December 2023 for voting on the item on the agenda.
- It was also informed that S. N. Ananthasubramanian & Co, Practicing Company Secretaries is appointed as Scrutinizer to oversee the Remote E-voting and e-voting process.
- The Chairman took up the agenda items pertaining to election of One Director from amongst the Shareholders (other than the Central Government) pursuant to Section 9(3)(i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, to approve the re-appointment of Shri Ajay K Khurana as Executive Director & to approve appointment of Shri Lal Singh as Executive Director.
- The Chairman thanked the Shareholders for their participation and informed that e-voting facility is available for the members to cast their votes. The meeting concluded after 30 minutes of this announcement.
- Based on the report of the scrutinizer, the aggregate votes polled through remote e-voting and e-voting at the EGM and voting results are as under:

Item Number 1: Election of ONE Shareholder Director of the Bank

Name	Votes
Mr. Sanjay Kapoor	11,35,19,129
Dr. Priyank Sharma	9,18,053
Mr. Suresh Chand Garg	64,789
Mr .Kartar Singh Chauhan	30,650
Ms. Nina Nagpal	68,83,24,866
Mr. Rameshwar Prasad Vijay	14,81,519
Mr. Jayesh Kumar Shah	2,23,444
Mr. Vishal Thakkar	8,88,899

- Based on the majority of the Votes polled, it was announced that **Ms. Nina Nagpal** has been **elected as Shareholder Director**, who will assume office w.e.f. 24th December 2023 for a period of three years.

Item Number 2: To approve the re-appointment of Shri Ajay K Khurana, Executive Director

Particulars	Remote E Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	*1,298	1,00,48,05,899	5	13,093	1,303	1,00,48,18,992	93.9898
Dissent	*135	6,42,53,889	0	0	135	6,42,53,889	6.0102
Total	*1,433	1,06,90,59,788	5	13,093	1,438	1,06,90,72,881	100.0000

* 8 (Eight) 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 EGM dated **08th November, 2023** has been **passed with requisite majority**.

Item Number 3: To approve the appointment of Shri Lal Singh, Executive Director

Particulars	Remote E Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	*1,343	1,05,27,40,237	5	13,093	1,348	1,05,27,53,330	98.4735
Dissent	*90	1,63,18,957	0	0	90	1,63,18,957	1.5265
Total	*1,433	1,06,90,59,194	5	13,093	1,438	1,06,90,72,287	100.0000

* 9 (Nine) 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 EGM dated **08th November, 2023** has been **passed with requisite majority**.

➤ Consolidated Voting Results were also uploaded on the websites of BSE, NSE & Bank.

For Bank of Baroda

P. K. Agarwal
Company Secretary

Date: 21st December 2023

Encl: As Above



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

21st December, 2023

To,
The Chairman
Bank of Baroda
C-26, G-Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

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 Thursday, 21st December, 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

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 21st December, 2023.*



SCRUTINIZER'S REPORT

Name of the Bank	Bank of Baroda
Meeting	Extraordinary General Meeting
Day, Date & Time	Thursday, 21st December, 2023 at 11:00 a.m.
Deemed Venue	Baroda Bhavan, Alkapuri, Vadodara – 390 007.
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 for the Election of one Shareholder Director from amongst Shareholders of the Bank other than the Central Government, at the Extra Ordinary General Meeting (“EGM”) of Bank of Baroda (hereinafter referred to as ‘the Bank’) held on Thursday, 21st December, 2023 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 Business Standard and Indian Express (English), Business Standard (Hindi), and Sandesh (Gujarati) newspapers on **22nd November 2023**, specifying the date & time of



***Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 21st December, 2023.***



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

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 **20th November 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 EGM dated **08th November, 2023** by e-mail to **11,74,069** Shareholders who had registered their email ids with the Bank/ Depositories on **21st November, 2023**.

3. Cut-off date

- 3.1 Voting rights with respect to the agenda Item number one (1) were reckoned as on **Friday, 17th November, 2023** and agenda item number two (2) and three (3) were reckoned as on **Wednesday, 13th December, 2023**, being the cut-off date (Specified Date) for the purpose of deciding the entitlement of shareholders for remote e-voting and e-voting during the EGM.

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.



Report of Scrutinizer on remote e-voting process and voting by Shareholders during the EGM of Bank of Baroda held on 21st December, 2023.



4.2 Remote e-voting period

Remote e-voting platform was open from **09:00 a.m. on Monday, 18th December, 2023 till 5:00 p.m. on Wednesday, 20th December, 2023** 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.

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.



Report of Scrutinizer on remote e-voting process and voting by Shareholders during the EGM of Bank of Baroda held on 21st December, 2023.



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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 EGM Notice is enclosed herewith.

7.2 Based on the aforesaid results, we report that

7.2.1 Ms. Nina Nagpal can be elected as a Director of the Bank from amongst shareholders other than the Central Government; and

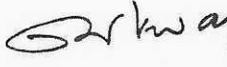
7.2.2 Both the Ordinary Resolutions as set out in Item No's 2 and 3 of the EGM Notice has been passed with the requisite majority.

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: A061955E003004235

21st December, 2023| Thane

Report of Scrutinizer on remote e-voting process and voting by Shareholders

during the EGM of Bank of Baroda held on 21st December, 2023.



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	386	11,35,19,123	1	6	387	11,35,19,129
Dr. Priyank Sharma	258	9,18,053	0	0	258	9,18,053
Mr. Suresh Chand Garg	73	64,789	0	0	73	64,789
Mr. Kartar Singh Chauhan	97	30,650	0	0	97	30,650
Ms. Nina Nagpal	369	67,28,41,336	10	1,54,83,530	379	68,83,24,866
Mr. Rameshwar Prasad Vijay	76	14,81,518	1	1	77	14,81,519
Mr. Jayesh Kumar Shah	158	2,23,444	0	0	158	2,23,444
Mr. Vishal Thakkar	92	8,88,813	1	86	93	8,88,899



S N Viswanathan

Partner

ACS: 61955 | COP: 24335

ICSI UDIN: A061955E003004235

21st December, 2023| Thane

B. Elango

Shri Bala Subramaniam Elango

**Chief General Manager
& Chief Returning Officer
Bank of Baroda**

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 21st December, 2023.*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

ELECTION RESULTS

Name of the Candidate	Number of Votes
Ms. Nina Nagpal	68,83,24,866

Pursuant to Regulation 66 of Bank of Baroda General (Shares and Meetings) Regulations, 1998, Ms. Nina Nagpal can be declared elected as a Director of the Bank from amongst shareholders other than the Central Government.



Swarna

S N Viswanathan

Partner

ACS: 61955 | COP: 24335

ICSI UDIN: A061955E003004235

21st December, 2023| Thane

B. Elango

Shri Bala Subramaniam Elango

Chief General Manager
& Chief Returning Officer
Bank of Baroda

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 21st December, 2023.*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 2: To approve the re-appointment of Shri Ajay K Khurana, Executive Director of the Bank.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	*1,298	1,00,48,05,899	5	13,093	1,303	1,00,48,18,992	93.9898
Dissent	*135	6,42,53,889	0	0	135	6,42,53,889	6.0102
Total	*1,433	1,06,90,59,788	5	13,093	1,438	1,06,90,72,881	100.0000

*8 (Eight) 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 EGM dated **8th November, 2023** has been **passed with requisite majority**.

S N Viswanathan

Partner

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21st December, 2023 | Thane

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
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CONSOLIDATED RESULTS

Item No. 3: To approve the appointment of Shri Lal Singh, Executive Director of the Bank.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	*1,343	1,05,27,40,237	5	13,093	1,348	1,05,27,53,330	98.4735
Dissent	*90	1,63,18,957	0	0	90	1,63,18,957	1.5265
Total	*1,433	1,06,90,59,194	5	13,093	1,438	1,06,90,72,287	100.0000

*9 (Nine) 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 EGM dated **8th November, 2023** has been **passed with requisite majority**.

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during the EGM of Bank of Baroda held on 21st December, 2023.*