



बैंक ऑफ़ बड़ौदा **Bank of Baroda**

BCC:ISD:110:09:339

13.07.2018

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: 22nd Annual General Meeting of our Bank - Submission of Proceedings & Voting Results under SEBI (LODR) Regulations, 2015

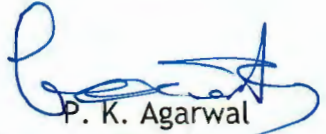
We advise that the 22nd Annual General Meeting of Bank of Baroda was held at Vadodara on 13th July 2018.

In this regard, we are now pleased to enclose the Proceedings of the Meeting pursuant to Clause A(13) of Part A of Schedule III of 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

बड़ौदा कार्पोरेट सेंटर, सी-26, जी-ब्लॉक, बांद्रा-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 / 5733

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



Proceedings
22nd Annual General Meeting

- In accordance with the Notice dated 04th June 2018, the 22nd Annual General Meeting of the Shareholders of Bank of Baroda was held on **Friday, 13th July, 2018** at 10.00 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 also present at the Meeting.
- The Chairman informed that the Notice dated 04th June 2018 convening 22nd Annual General Meeting was dispatched to all the Shareholders of the Bank through Registered Post / E-Mails and also published in "Economic Times" in English, "Navbharat Times" in Hindi and "Sandesh" in Gujarati on 20th June 2018. 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, etc.
- The Chairman then moved the resolutions as per Notice of 22nd AGM for 1) Adoption of Financial Statement of Accounts for the year ended 31st March 2018 and 2) Raising of capital through various modes.
- 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 (the Rules) the Bank had provided Remote E-Voting facility to Shareholders from 9.00 a.m. on 10th July 2018 to 5.00 p.m. on 12th July 2018 for voting on the items on the agenda.
- 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 as Scrutinizer to oversee the Remote E-voting process.



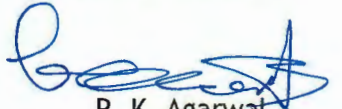


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- The Chairman also informed that voting is also made available at the venue of meeting to Shareholders who have not cast their votes through Remote E-Voting facility and shareholders could vote during the course of the Meeting.
- The Chairman then invited participation of the Shareholders for discussing agenda items.
- Few shareholders spoke one by one at the meeting and made observations 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 Shareholder present to cast their Votes, if not already voted.
- After casting of the Votes by Shareholders, the 22nd 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: 13th July 2018

Encl: As Above

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

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CONSOLIDATED RESULTS

Item No. 1: To adopt the Balance Sheet and Profit and Loss Account of the Bank, as at and for the year ended 31st March, 2018, report of Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors' Report on the Balance Sheet and Accounts.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	443	63,40,12,316	100	168,64,10,147	543	232,04,22,463	99.99
Dissent	6	513	1	100	7	613	0.01
Total	*449	63,40,12,829	101	168,64,10,247	550	232,04,23,076	100.00

* Votes in respect of 01 folio have not been cast in the 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 04th June, 2018 has been **passed with requisite majority**.



Ashwini Vartak
Partner
ACS : 29463
C.O.P. No. : 16723



Maganbhai M. Patel
Shareholder Scrutinizer

13th July, 2018
Vadodara

CONSOLIDATED RESULTS

Item No. 2: To create, offer, issue and allot in one or more tranches to raise additional capital up to Rs. 6,000/- crore through equity capital by way of QIP/ FPO/ Preferential Issue/ Rights Issue/ ADR-GDR/ Private Placement/ Compulsorily Convertible Debentures and any other mode or combination of these at premium/ discount.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	427	58,77,57,950	101	168,64,10,247	528	227,41,68,197	97.96
Dissent	32	4,74,29,694	0	0	32	4,74,29,694	2.04
Total	*459	63,51,87,644	101	168,64,10,247	560	232,15,97,891	100.00

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

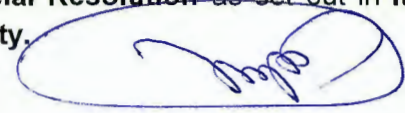
Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No.2** of the Notice of the AGM dated 04th June, 2018 has been **passed with requisite majority**.


Ashwini Vartak
Partner

ACS : 29463
C.O.P. No. : 16723

13th July, 2018
Vadodara




Maganbhai M. Patel
Shareholder Scrutinizer