

(Head Office: Mandvi, Baroda)

Corporate Office: Baroda Corporate Centre, C-26, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

NOTICE FOR EXTRAORDINARY GENERAL MEETING (EGM) & REMOTE E-VOTING

NOTICE is hereby given pursuant to Regulation 12, and 56 (i) of Bank of Baroda General (Shares and Meetings) Regulations, 1998 and Rule 20 of the Companies (Management & Administration) Rules, 2014 that Extraordinary General Meeting (EGM) of the Shareholders of Bank of Baroda will be held on **Friday, 22nd December 2017 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, Vadodara - 390 020** to transact the business as contained in the notice of the meeting dated 14.11.2017 viz. (1) To elect Two Directors from amongst the Shareholders of the Bank, other than the Central Government, in terms of Section 9 (3) (i) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970.

The Shareholders are further informed that:

1. EGM Notice has already been dispatched to eligible Shareholders by Registered post/over email. A copy of the same is available on Bank's website i.e. www.bankofbaroda.co.in and on website of e-voting Agency i.e. <https://evoting.karvy.com>.
2. Pursuant to applicable laws/regulations, the Bank is providing Remote E-voting facility to the Shareholders of the Bank to enable them to cast their votes electronically on the item mentioned in the notice for which Bank has engaged the services of Karvy Computershare Pvt. Ltd. as e-voting agency.
3. The Remote E-voting period will commence at 9.00 a.m. on Tuesday, 19th December 2017 and will remain open throughout on all the days up to 5.00 p.m. on Thursday, 21st December 2017. The Remote E-voting shall not be allowed beyond the said date and time. The cut-off date will be Friday, 24th November 2017 and the Shareholders of the Bank holding shares either in physical or in dematerialized form, as on the cut-off date, shall only be entitled to avail the facility of Remote E-voting (by logging in URL <https://evoting.karvy.com>) / voting at the meeting.
4. The Bank will also conduct voting at the meeting on the agenda item. The Shareholders who have not exercised Remote E-voting can attend and participate in the voting at the EGM. The Shareholders who have cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
5. In case a person has become a Shareholder of the Bank after the cut-off date for dispatch of EGM Notice but on or before the Specified / Cutoff Date for election / e-voting i.e. 24th November 2017, he/she may write to Karvy on the email id evoting@karvy.com requesting for the User id and Password. Karvy shall also endeavor to send User id and Password to those new Shareholders, whose mail ids are available in their Demat Account.
6. In case election takes place, the results of election based on aggregate votes cast in favour of a candidate through remote E-voting and voting at the meeting will be announced within 2 days by the Bank in its website, Karvy's website and also informed to the Stock Exchanges.
7. In case of any grievance in respect of Remote E-voting, the Shareholders may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download sections of <https://evoting.karvy.com> or contact Mr. S.V. Raju, DGM of Karvy Computershare Pvt. Limited (Unit: Bank of Baroda), Karvy Salenium Tower B, Plot No.31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032 OR at raju.sv@karvy.com OR ph.no. 040-6716 2222 OR at no. 1800 345 4001 (toll free).

For Bank of Baroda
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P S Jayakumar
Managing Director & CEO

Place: Mumbai
Date: 22nd November 2017