



BCC:ISD:113:176

08.07.2021

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,

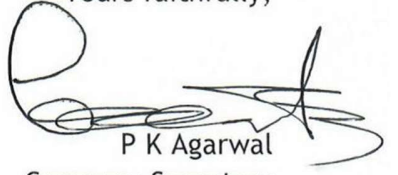

Re: 25th Annual General Meeting of our Bank – Submission of Proceedings & Voting Results under SEBI (LODR) Regulations, 2015

We advise that the 25th Annual General Meeting of Bank of Baroda was held today i.e. 08th July 2021 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

निवेशक सेवाएं विभाग, बड़ौदा कॉर्पोरेट सेंटर, सी-26, जी-ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, मुंबई 400 051, भारत.

ISD / Company Secretary Department, 7th Floor, Baroda Corporate Centre, Bandra Kurla Complex, Mumbai 400 051, India

फोन / Ph : 91 22 6698 5812 ई मेल / E Mail : companysecretary.bcc@bankofbaroda.com वेब / Web : www.bankofbaroda.in

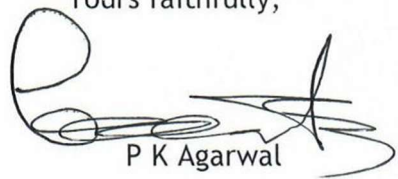

Proceedings
25th Annual General Meeting through VC / OAVM

- In accordance with the Notice dated 07th June 2021, the 25th Annual General Meeting of the Shareholders of Bank of Baroda was held on Thursday, 08th July, 2021 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with MCA (Ministry of Corporate Affairs) / SEBI / GOI 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 Chairman of the Audit Committee of the Board & Stakeholders Relationship Committee was also present at the Meeting.
- The Chairman informed that Notice intimating shareholders about the Specified / Cut-off Date for Election of One Shareholder Director was published in Times of India & Indian Express in English, Navbharat Times in Hindi, and Sandesh in Gujarati on 17th May 2021. Pre-dispatch Notice providing details of this meeting was published in Business Standard & Indian Express in English, Business Standard in Hindi, and Sandesh in Gujarati on 04th June 2021 intimating shareholders about the AGM and requesting them to register their email ids if not already registered with the Bank/depositories so as to receive the Notice and Annual Report.
- The Chairman further informed that the Notice of this meeting along with the various links including Full Annual Report 2020-21 was e-mailed on 14th June 2021 to the Shareholders who have registered their email ids. Post-dispatch, E-voting Notice of 25th AGM was published in Times of India & Indian Express in English, Navbharat Times in Hindi, and Sandesh in Gujarati on 15th June 2021.
- 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 addressed the Shareholders. He apprised the Shareholders on the economic and banking environment, digitization, recognition of efforts – EASE, the continuing transformation, COVID 19 developments, financial performance, 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 25th AGM for 1) To approve the financial results of the Bank for the year ended 31st March, 2021. 2) To consider and approve Capital Raising Plan 2021-22. 3) To approve appropriation from share premium account towards offsetting carry forward loss. 4) To elect one Shareholder Director.



- 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 05th July 2021 to 5.00 p.m. on 07th July 2021 for voting on the items on the agenda.
- The Chairman further informed that the Bank has appointed KFin Technologies Pvt. 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, and Consultants for the election 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 Sanjiv Chadha, 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 informed that e-voting facility is available for the members who have not cast their votes to cast their votes for further 30 minutes.
- After casting of the votes by Shareholders, the 25th AGM of the Bank concluded.
- Consolidated Voting Results were uploaded on the website of BSE, NSE, Bank and KFin.



Yours faithfully,

P K Agarwal
Company Secretary


Date: 08th July 2021



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

08th July, 2021

To,

The Chairman

Bank of Baroda

Baroda Bhavan, Alkapuri,
Vadodara – 390 007.

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Shareholders at the 25th Annual General Meeting of your Bank held on Thursday, 08th July, 2021 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.

Viswanathan N.S.



Viswanathan N.S.

Partner



SCRUTINIZER'S REPORT

Name of the Bank	Bank of Baroda
Meeting	25th Annual General Meeting
Day, Date & Time	Thursday, 08th July, 2021 at 11.00 a.m. (IST)
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 the e-voting by Shareholders at the 25th Annual General Meeting (“AGM”) of Bank of Baroda (hereinafter referred to as the Bank) held on Thursday, 08th July, 2021 at 11:00 a.m. (IST) held 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 General Circulars No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 respectively issued by the Ministry of Corporate Affairs, advertisement was published in Business Standard & Indian Express (English newspaper), Business Standard (Hindi newspaper), and Sandesh (Gujarati Newspaper) having electronic editions on **04th June, 2021** respectively, specifying the date and time of the AGM, availability of the notice on Bank’s website and website of the Stock Exchanges,





S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

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 notice of AGM on its website, the website of KFin Technologies Private Limited (e-voting Agency) and also submitted the same to BSE Limited and National Stock Exchange of India Limited on **10th June, 2021**.

2.3 The Bank informed that on the basis of the Register of Shareholders and the List of Beneficial Owners made available by KFin Technologies Private Limited, the 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:

a) on **14th June, 2021** by e-mail to **9,99,404** Shareholders whose email ids were registered with the Bank / Depositories.

b) on **01st July, 2021** by e-mail to **98,682** Shareholders whose email ids were registered with the Bank / Depositories pursuant to the advertisements made by the Bank.

3 Cut-off date

3.1 Voting rights were reckoned as on:

a) **Friday, 04th June, 2021**, being the specified/cut-off date for the purpose of deciding the entitlements of Shareholders for participation (nominate, contest and vote) at the election of One Director of the Bank from amongst the Shareholders other than Central Government, conducted at the 25th AGM as agenda item No.4 of the Notice of AGM dated 07th June, 2021.





S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

- b) **Thursday, 01st July, 2021**, being the cut-off date for the purpose of deciding the entitlements of Shareholders for remote e-voting and e-voting during the AGM, in respect of agenda item Nos.1 to 3 of the Notice of AGM dated 07th June, 2021.

4 Remote e-voting process

4.1 Agency

The Bank appointed **KFin Technologies Private Limited ("KFin")** 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. on Monday, 05th July, 2021 till 05:00 p.m. on Wednesday, 07th July, 2021** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by KFin.

5 Voting at the AGM

- 5.1 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.
- 5.2 Accordingly, KFin, 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.





S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

6 Counting Process

- 6.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by Shareholders at the AGM, on the KFin e-voting platform 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.

7. Results

- 7.1 Consolidated results with respect to Item Nos.1 to 4 on the agenda as set out in the Notice of the AGM dated 07th June, 2021 is enclosed herewith.
- 7.2 Based on the aforesaid results, we report that:
- a) 01 (One) Ordinary Resolution as set out in Item No. 1 and 02 (Two) Special Resolutions as set out in Item Nos. 2 & 3 of the Notice of the AGM dated 07th June, 2021 have been passed with the requisite majority.
- b) Shri Alok Vajpeyi (DIN: 00019098) has secured majority of votes cast and can be declared elected as a Shareholder Director of the Bank.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

Sw. Viswanathan



Viswanathan N.S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955C000596247

08th July, 2021 | Thane

Report of Scrutinizer on remote e-voting process and e-voting by Shareholders during the 25th AGM of Bank of Baroda held on 08th July, 2021



CONSOLIDATED RESULTS

Item No. 1: To discuss, approve and adopt the Balance Sheet of the Bank as at 31st March, 2021, Profit and Loss Account for the year ended 31st March, 2021, the report of the Board of Directors 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	1,100	4,29,07,54,567	13	3,636	1,113	4,29,07,58,203	99.9932
Dissent	32	2,86,992	1	4,050	33	2,91,042	0.0068
Total	1,132	4,29,10,41,559	14	7,686	1,146	4,29,10,49,245	100.0000

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 07th June, 2021 has been **passed with requisite majority**.

Viswanathan N.S.



Viswanathan N.S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955C000596247

08th July, 2021 | Thane



CONSOLIDATED RESULTS

Item No. 2: To consider and approve Capital Raising of Rs. 2000 crores.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,088	4,26,16,18,044	13	7,685	1,101	4,26,16,25,729	99.2986
Dissent	53	3,01,00,850	1	1	54	3,01,00,851	0.7014
Total	1,141	4,29,17,18,894	14	7,686	1,155	4,29,17,26,580	100.0000

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 07th June, 2021 has been **passed with requisite majority**.

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Viswanathan N.S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955C000596247

08th July, 2021 | Thane



CONSOLIDATED RESULTS

Item No. 3: To approve the setting off of accumulated losses with the Securities Premium Account during the financial year 2021-2022

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,029	4,29,16,86,971	11	3,634	1,040	4,29,16,90,605	99.9993
Dissent	98	27,643	3	4,052	101	31,695	0.0007
Total	1,127	4,29,17,14,614	14	7,686	1,141	4,29,17,22,300	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 07th June, 2021 has been **passed with requisite majority**.

SVK



Viswanathan N.S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955C000596247

08th July, 2021 | Thane



CONSOLIDATED RESULTS

Item No. 4: To elect one Shareholder Director.

Name of the Candidate	Remote e-voting		Voting at the AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
Shri Suresh Chand Garg	303	1,02,46,945	3	2,161	306	1,02,49,106
Shri Rakesh Nathwani	174	3,00,77,425	1	1	175	3,00,77,426
Shri Alok Vajpeyi	306	76,84,34,033	6	5,410	312	76,84,39,443

Viswanathan N.S.



Viswanathan N.S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955C000596247

08th July, 2021 | Thane

Subrat Kumar

Subrat Kumar
Chief Returning Officer



ELECTION RESULTS

Name of the Candidate	Number of Votes
Shri Alok Vajpeyi	76,84,39,443

Accordingly, pursuant to Regulation 66 of Bank of Baroda General (Shares and Meetings) Regulations, 1998, Shri Alok Vajpeyi can be declared elected as a Shareholder Director of the Bank.

on Viswanathan



Viswanathan N.S.

Partner

ACS: 61955 | COP No. : 24335

ICSI UDIN: A061955C000596247

08th July, 2021 | Thane

Subrat Kumar

Chief Returning Officer