



बैंक ऑफ बड़ौदा **Bank of Baroda**

BCC:ISD:111:09:35

Date: 21<sup>st</sup> January 2019

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| The Vice President<br>B S E Ltd.,<br>PhirozeJeejeebhoy Towers<br>Dalal Street<br>Mumbai - 400 001<br>BSE Code-532134 | The Vice President<br>National Stock Exchange of India Ltd.<br>Exchange Plaza,<br>BandraKurla Complex<br>Bandra (E), Mumbai- 400 051<br>NSE Code- BANKBARODA |
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Dear Sir / Madam,

**Re: Extraordinary General Meeting- ESPS - Submission of Proceedings & Voting Results**

We advise that the Extraordinary General Meeting (EGM) for Issue of Equity Shares to Employees and Whole Time Directors of the Bank under Bank of Baroda Employee Share Purchase Scheme (BOB-ESPS) was held at Vadodara on 21st January 2019.

In this regard, we are enclosing the Proceedings of the EGM pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Voting Results submitted by the 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.- Proceedings with Voting Results

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 Extraordinary General Meeting

- In accordance with the Notice dated 14<sup>th</sup> December 2018, the Extraordinary General Meeting of the Shareholders of Bank of Baroda was held on Monday, 21st January 2019 at 12.00 Noon at Bank of Baroda, "Baroda Bhavan", Sir Sayaji Hall, Ground Floor, Head Office, R.C. Dutt Road, Alkapuri, Vadodara - 390007.
- Shri P. S. Jayakumar, MD & CEO of the Bank chaired the meeting pursuant to Regulation 59 of Bank of Baroda General (Shares and Meetings) Regulations, 1998.
- The Company Secretary confirmed the presence of quorum.
- The Chairman welcomed the Shareholders and introduced the Directors present.
- The Chairman informed that the Notice dated 14<sup>th</sup> December 2018 convening Extraordinary 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, "Navbharat Times" and "Rashtriya Sahara" in Hindi and "Sandesh" in Gujarati on 28<sup>th</sup> December 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.
- He informed that the Central Government has authorized Shri A. K. Ghosh, Under Secretary, Department of Financial Services, Ministry of Finance, Government of India, as their representative to participate and vote in the meeting.
- The Chairman informed that the Bank has provided remote e-voting facility pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015 and remote E-voting was held from 9.00 a.m. on 17<sup>th</sup> January 2019 to 5.00 p.m. on 20<sup>th</sup> January 2019.
- The Chairman further informed that the Bank has appointed Karvy Fintech Pvt. Ltd. as E-voting agency and M/s S. N. Ananthasubramanian & Co, Practicing Company Secretaries as Scrutinizer to oversee the Remote E-voting process.
- The Chairman then took up only agenda item pertaining to Issue of Equity Shares to Employees and Whole Time Directors of the Bank under Bank of Baroda Employee Share Purchase Scheme (BOB-ESPS).
- The Chairman invited participation of the shareholders to make their observations and responded to the queries raised in respect of agenda item.





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- The Chairman announced the commencement of the Tab voting at the polling counters installed at the venue and advised shareholders to cast their votes. He further announced that after casting of the votes by the shareholders present the EGM will stand closed.
- Based on the report of the scrutinizers, the Voting Results aggregating votes polled through remote e-voting and tab voting at the venue, the agenda item was passed with requisite majority and the 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: 21<sup>st</sup> January 2019

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

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**Consolidated Results**

**Item No. 1: To approve Issuance of upto 10,00,00,000 (Ten Crore) fresh equity shares to Employees and Whole Time Directors of the Bank in one or multiple tranches under Bank of Baroda Employee Share Purchase Scheme ("BOB-ESPS" ) pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014**

| Particulars    | Remote e-voting |                     | Voting at the EGM |                      | Total      |                       | Percentage (%) |
|----------------|-----------------|---------------------|-------------------|----------------------|------------|-----------------------|----------------|
|                | Number          | Votes               | Number            | Votes                | Number     | Votes                 |                |
| <b>Assent</b>  | 284             | 58,04,60,323        | 41                | 168,63,91,349        | 325        | 226,68,51,672         | 97.12          |
| <b>Dissent</b> | 85              | 6,73,04,239         | 1                 | 100                  | 86         | 6,73,04,339           | 2.88           |
| <b>Total</b>   | <b>*369</b>     | <b>64,77,64,562</b> | <b>42</b>         | <b>168,63,91,449</b> | <b>411</b> | <b>2,33,41,56,011</b> | <b>100.00</b>  |

\* 4 shareholders have not cast all their votes in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No.1** of Notice of the EGM dated 14<sup>th</sup> December, 2018 has been **passed with requisite majority**.

*Malati A. Kumar*

**Malati Kumar**  
**Partner**

**ACS :15508**  
**C.O.P. No. :10980**



*Parvat Arjunbhai Chocha*  
**Parvat Arjunbhai Chocha**  
**Shareholder Scrutinizer**

**21<sup>st</sup> January, 2019**  
**Vadodara**