

BCC:ISD:113:16:309

07.12.2021

| | |
|---|---|
| <p>The Vice President B S E Ltd., Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 BSE Code-532134</p> | <p>The Vice President National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai- 400 051 NSE Code- BANKBARODA</p> |
|---|---|

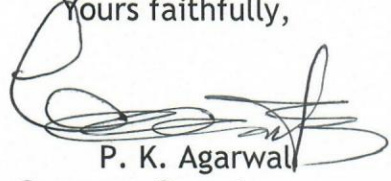

Dear Sir / Madam,

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 for election of One Shareholder Director was held today i.e. 07th December 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

Proceedings

Extraordinary General Meeting (EGM) for Election of One Shareholder Director through VC / OAVM

- In accordance with the Notice dated 28th October 2021, the Extraordinary General Meeting (EGM) of the Shareholders of Bank of Baroda for election of One Shareholder Director other than the Central Government was held on Tuesday, 07th December, 2021 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with MCA (Ministry of Corporate Affairs) / 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 in the Meeting.
- The Chairman 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 14th October 2021. The Notice of this meeting was e-mailed on 09th November 2021 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 10th November 2021. 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 took up only agenda item 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.
- The Chairman informed that the Bank had received -4- nominations upto 22nd November 2021, being the last date for receipt of nominations and out of which -3- nominations were found to be valid after primary Scrutiny. Nomination of Shri Sunil Maheshbhai Agrawal was not found valid as he had not submitted the minimum required 100 nomination forms in support of his candidature.
- These -3- nominations were placed before the Nomination and Remuneration Committee of the Board at its meeting held on 26th November 2021 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.
- The Chairman then announced the names of three candidates viz. Shri Suresh Chand Garg, Shri Dharmendra Singh Shekhawat and Shri Srinivasan Sridhar along with their brief profiles.
- The Chairman informed the shareholders that as the number of candidates was more than one, voting has to be conducted and one candidate polling the highest of votes from amongst the -3- candidate shall be declared elected.

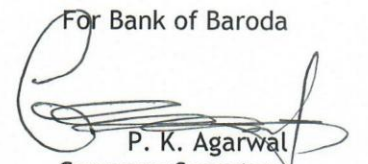


- He informed that Shri Subrat Kumar, Chief General Manager of the Bank has been appointed as the Chief Returning Officer (CRO) for this election. He also informed that the Central Government has authorized Shri S. D. Sharma, Under Secretary, MoF, Government of India, to attend the meeting as nominee of GOI.
- 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 03rd December 2021 to 5.00 p.m. on 06th December 2021 for voting on the item on the agenda.
- The Chairman further informed that the Bank has appointed KFin Technologies Pvt. Ltd. (KFin) 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.
- The Chairman thanked the Shareholders for their participation and informed that e-voting facility is available for the members who have not cast their votes to cast their votes upto 12.00 noon.
- After casting of the votes by Shareholders, the EGM of the Bank concluded.
- Based on the report of the scrutinizer, the Voting Results aggregating votes polled through remote e-voting and e-voting at EGM were as under:

| Name | Votes | Results |
|---------------------------------|--------------|-------------|
| Shri Suresh Chand Garg | 4,92,62,884 | Not Elected |
| Shri Dharmendra Singh Shekhawat | 35,479 | Not Elected |
| Shri Srinivasan Sridhar | 76,42,85,642 | Elected |

- Based on the majority of the Votes polled, it was announced that Shri Srinivasan Sridhar **elected as Shareholder Director**, who will assume office w.e.f. 12th December 2021 for a period of three years i.e. upto 11th December 2024.
- Consolidated Voting Results were uploaded on the website of BSE, NSE, Bank and KFin.



For Bank of Baroda

P. K. Agarwal
Company Secretary

Date: 07th December 2021

Encl: As Above



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

07th December, 2021

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 Tuesday, 07th December, 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.

Partner

***Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 07th December, 2021.***

Page 1 of 7



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

SCRUTINIZER'S REPORT

| | |
|-----------------------------|--|
| Name of the Bank | Bank of Baroda |
| Meeting | Extraordinary General Meeting |
| Day, Date & Time | Tuesday, 07th December, 2021 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 of the Bank from amongst Shareholders other than the Central Government, at the Extra Ordinary General Meeting (“EGM”) of Bank of Baroda (hereinafter referred to as ‘the Bank’) held on Tuesday, 07th December, 2021 at 11.00 a.m. 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 The Indian Express (English), Business Standard (Hindi), and Sandesh (Gujarati) newspapers on **10th November, 2021**,



**Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 07th December, 2021.**



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

specifying the date & time of 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 **08th November, 2021**.
- 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 Private 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 on **09th November, 2021** by e-mail to **10,33,566** Shareholders who had registered their email ids with the Bank/ Depositories.

3. Cut-off date

- 3.1 Voting rights with respect to the sole agenda Item were reckoned as on **Friday, 29th October, 2021**, 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 Private 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 07th December, 2021.***



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

4.2 Remote e-voting period

Remote e-voting platform was open from **09:00 a.m. on Friday, 03rd December, 2021** till **5:00 p.m. on Monday, 06th December, 2021** 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 07th December, 2021.***



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

7. Results

- 7.1 The Consolidated Results with respect to the election of one shareholder Director is enclosed.
- 7.2 Based on the results **Shri Srinivasan Sridhar** has secured majority of votes polled and can be declared elected as a Shareholder Director of the Bank.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 606/2019



Viswanathan N S

Partner

ACS: 15508 | COP: 10980

ICSI UDIN: A061955C001683927

07th December, 2021 | Thane

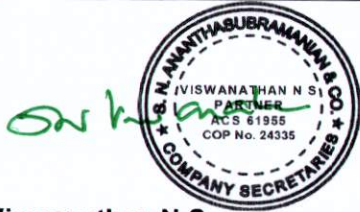


S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

BANK OF BARODA - EXTRAORDINARY GENERAL MEETING – 07th December, 2021

RESULTS OF VOTING

| Name of the Candidate | Remote e-Voting | | Voting at the EGM | | Total | |
|---------------------------------|-----------------|--------------|-------------------|--------|--------|--------------|
| | Voters | Votes | Voters | Votes | Voters | Votes |
| Shri Suresh Chand Garg | 206 | 4,92,62,673 | 2 | 211 | 208 | 4,92,62,884 |
| Shri Dharmendra Singh Shekhawat | 97 | 35,468 | 1 | 11 | 98 | 35,479 |
| Shri Srinivasan Sridhar | 466 | 76,42,74,042 | 3 | 11,600 | 469 | 76,42,85,642 |



Viswanathan N S

Partner

ACS: 15508 | COP: 10980

ICSI UDIN: A061955C001683927

07th December, 2021 | Thane

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 07th December, 2021.*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

BANK OF BARODA - EXTRAORDINARY GENERAL MEETING – 07th December, 2021

ELECTION RESULTS

| Name of the Candidate | Number of Votes |
|------------------------------|------------------------|
| Shri Srinivasan Sridhar | 76,42,85,642 |

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



Viswanathan N S

Partner

ACS: 15508 | COP: 10980

ICSI UDIN: A061955C001683927

07th December, 2021 | Thane

Subrat Kumar
Chief Returning Officer

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 07th December, 2021.*