



बैंक ऑफ बड़ौदा Bank of Baroda

BCC:ISD:106/10/311

Date: 26.06.2014

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: Proceedings of 18<sup>th</sup> Annual General Meeting of our Bank**

We submit herewith the proceedings of 18<sup>th</sup> Annual General Meeting of our Bank held at Vadodara on 25<sup>th</sup> June 2014 and “Report of Scrutinizers.”

This is in compliance of clause 31 (d) and 35-B of the Listing Agreement.

We request you to take a note of the above and upload the same on your website.

Yours faithfully,

M. L. Jain  
DGM - Company Secretary & Compliance

Encl.- As above



**Proceedings**  
**18<sup>th</sup> Annual General Meeting**

- In accordance with the Notice Dated 13<sup>th</sup> May 2014 the 18<sup>th</sup> Annual General Meeting of the Shareholders of Bank of Baroda was held on **Wednesday, 25<sup>th</sup> June, 2014** at 10.30 a.m. at Sir Sayajirao Nagargriha, Vadodara Mahanagar SevaSadan, T.P. - 1, F.P. 549/1, Near GEB Colony, Old Padra Road, Akota, Vadodara – 390020.
- Shri S. S. Mundra – Chairman and Managing Director of the Bank chaired the meeting.
- The Chairman, after ascertaining the quorum, called the Meeting in order.
- The Chairman welcomed the shareholders and introduced the Directors present.
- The Chairman informed that the Notice dated 13<sup>th</sup> May, 2014 convening 18<sup>th</sup> Annual General Meeting was mailed to all the shareholders of the Bank and also published in “Business Standard” in English, “Business Standard” in Hindi and “Divya Bhaskar” in Gujarati on 29<sup>th</sup> May 2014. 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, Overview on the Performance of the Bank during the Financial Year ended 31<sup>st</sup> March 2014, Bank’s Key Strategic Initiatives and also future business plan.
- The Chairman then moved the resolution proposed and seconded by the Shareholders for discussion, approval and adoption of Accounts for the year ended 31<sup>st</sup> March 2014 together with reports of Board of Directors on the working and activities of the Bank and Auditor’s Report on the Balance Sheet and Accounts. **(Agenda Item No.1)**
- The Chairman informed that in terms of Clause 35B of the Listing Agreement entered into with the Stock Exchanges read with Rule 20 of Companies (Management and Administration) Rules, 2014, it is now mandatory to extend to the shareholders of the Bank, the facility to vote on the items on the agenda to be considered at the General Meeting by electronic means. Therefore, it becomes necessary to conduct the poll at the meeting in respect of the items on the agenda to be transacted at the AGM.
- The Chairman further informed that the Bank has appointed Karvy Computershare Pvt. Limited as E-voting agency and M/s S N. Ananthasubramanian and Co. Practicing Company Secretaries, as Scrutinizer to oversee the E-voting process. The E-voting was held from 19<sup>th</sup> June 2014 to 21<sup>st</sup> June 2014.
- The Chairman then invited participation of the shareholders for discussing the Balance Sheet as at 31<sup>st</sup> March 2014, Profit & Loss Account for the year ended 31<sup>st</sup> March 2014, the Directors’ Report and the Auditors’ Report on the Balance Sheet and Accounts and responded to the queries of the Shareholders thereafter.





- The Chairman then moved the resolution for the declaration of final dividend proposed and seconded by the Shareholders and informed that the Board of Directors at the Meeting held on 15<sup>th</sup> January, 2014 declared and the Bank has paid interim dividend of Rs.11/- per equity share for the FY 2013-14 and now the Board has recommended a Final Dividend of Rs.10.50 per equity share. Thus the total dividend for the Financial Year 2013-14 is Rs.21.50 per equity share of Rs.10/- each fully paid up. The Bank has fixed the dividend payment date as 9<sup>th</sup> July 2014. **(Agenda Item No.2)**
- The Chairman then Ordered for the poll on both items on the Agenda of this meeting and requested Shareholders to cast their preference on each of the agenda items with a tick mark in the Column of ASSENT or DISSENT, as the case may be; sign the Poll Paper, fold it and drop it in any of the Poll Boxes kept in the Auditorium. He informed that Mr. S N Ananthasubramanian, Practicing Company Secretary and Mr. D.B. Jani, a Shareholder of the Bank have been appointed as Scrutinizers. Ballot boxes used for the Poll were demonstrated and locked and sealed under the supervision of the Scrutinizers in presence of the Shareholders.
- The Chairman informed that the Results of the Poll aggregated with Results of e-voting will be placed on the website of the Bank and also on the websites of National Stock Exchange of India Ltd (NSE), BSE Ltd and M/s. Karvy Computershare (P) Ltd, Registrar and Share Transfer Agents of the Banks, "the Agency" appointed by the Bank for facilitating E-voting, within two working days.
- The Chairman thanked all the Shareholders for their presence & support and after the casting of the Votes by all the Shareholders present and sealing of the Poll Boxes by the Scrutinizers, the Chairman declared the 18<sup>th</sup> Annual General Meeting **closed**.



For Bank of Baroda

M.L. Jain  
DGM -Company Secretary &  
Compliance

Place: Mumbai  
Date: 26<sup>th</sup> June 2014

## Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]


To,  
The Chairman of the Meeting  
Bank of Baroda  
Vadodara

Meeting :	18 <sup>th</sup> Annual General Meeting of the Equity Shareholders
Date & Time	Wednesday, June 25, 2014 at 10.30 a.m.
Venue	Sir Sayajirao Nagargriha, Vadodara Mahanagar Seva Sadan, T.P.-1, F.P. 549/1, Near GEB Colony, Old Padra Road, Akota, Vadodara – 390020

Dear Sir,

We, S. N. Ananthasubramanian of S. N. ANANTHASUBRAMANIAN & Co, Practising Company Secretary and Mr. Devendra B Jani a Shareholder of the Bank (Regn. Folio IN300394 10131690) were appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity Shareholders of **Bank of Baroda**, held on Wednesday , June 25, 2014 at 10.30 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 and submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in our presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. Pursuant to provisions of Section 3 (2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, voting rights of shareholders other than



## Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

the Central Government shall be restricted to 10% of the total voting rights of all shareholders of the Bank.

5. The result of the Poll is as annexed Resolution wise.
6. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
7. The poll papers and all other relevant records are duly handed over to the Company Secretary for keeping in safe record.



S N Ananthasubramanian

Scrutinizer

25/06/2014



Scrutinizer

25/06/2014

## Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

### (a) Resolution - 01

**Adoption of Audited Balance Sheet, Profit and Loss Account, Directors' Report & Auditor's Report for the year ended March 31, 2014**

#### (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
162	29,63,94,517	99.99

#### (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	641	0.01

#### (iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	677





## Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

### (b) Resolution - 02

#### To declare Final Dividend

##### (i) Voted in favour of the resolution:

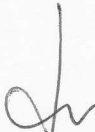
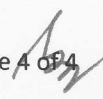
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
163	296394412	100.00

##### (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	331	0.00

##### (iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	1092

   
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Bank of Baroda  
18<sup>th</sup> Annual General Meeting – 25.06.2014

Consolidated Results of E-Voting & Poll at the AGM on Item No. 1 – Ordinary Resolution

Particulars	Number of		Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	
Received	175	266	441	296395835	3,84,93,006	33,48,88,841
Assent	162	263	425	29,63,94,517	3,68,95,328	33,32,89,845
Dissent	6	3	9	641	106	753
Abstain	7	26	33	677	15,97,572	15,98,249
<b>Total</b>	<b>175</b>	<b>292</b>	<b>467</b>	<b>29,63,95,835</b>	<b>3,84,93,006</b>	<b>33,48,88,841</b>

# - All the shareholders did not cast their votes in the same manner

Accordingly, out of the 33,48,88,841 E-votes and Ballot Forms polled; 33,32,89,845 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.52% of the votes polled; 753 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.00% of the votes polled and 33 shareholders holding 15,98,249 votes constituting 0.48% of the votes polled abstained from voting on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 1 is passed with requisite majority.

*S.N. Chakrabarti*

*Dr*  
*Bar*



Bank of Baroda  
18<sup>th</sup> Annual General Meeting – 25.06.2014

Consolidated Results of E-Voting & Poll at the AGM on Item No. 2 – Ordinary Resolution

Particulars	Number of			Number of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	175	266	441	296395835	3,84,93,006	334888841	
Assent	163	261	424	296394412	3,68,41,709	33236121	99.51
Dissent	2	6	8	331	1,21,971	122302	0.04
Abstain	10	26	36	1092	15,29,326	1530418	0.45
Total	175	293	468	296395835	3,84,93,006	334888841	100.00

# - All the shareholders did not cast their votes in the same manner

Accordingly, out of the 33,48,88,841 E-votes and Ballot Forms polled; 33,32,36,121 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.51 % of the votes polled; 1,22,302 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.04 % of the votes polled and 36 shareholders holding 15,30,418 votes constituting 0.45 % of the votes polled abstained from voting on the Ordinary Resolution..

Thus, the Ordinary Resolution as contained in Item No. 2 is passed with requisite majority.

*S. N. Anantharaman*

*[Signature]*