



बैंक ऑफ बड़ौदा **Bank of Baroda**

BCC:ISD:108/09/301

Date: 24.06.2016

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: 20<sup>th</sup> Annual General Meeting of our Bank - Submission of Proceedings & Voting Results under SEBI (LODR) Regulations, 2015**

We advise that the 20<sup>th</sup> Annual General Meeting of Bank of Baroda was held at Vadodara on 24<sup>th</sup> June 2016, as notified to the Stock Exchanges earlier.

In this regard, we are now pleased to enclose the following:

1. Proceedings of the Meetings dully signed pursuant to Clause A(13) of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Consolidated Voting Results on the Sole Agenda of the AGM in prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/8/2015 dated 04<sup>th</sup> November 2015, i.e. Aggregate of Remote E-Voting held between 21.06.2016 to 23.06.2016 and Voting held at the Meeting, as certified by the Scrutinizers vide their report dated 24.06.2016. The Resolution was passed with the requisite majority.
3. The summary of Consolidated Scrutinizers' Report.

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,

M. L. Jain  
Dy. General Manager  
Company Secretary  
Encl.- As above

बड़ौदा कार्पोरेट सेन्टर, सी-26, जी-ब्लॉक, बान्द्रा-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 / 5846 • फैक्स / Fax : 91 22 2652 6660

ई-मेल / E-mail : [companysecretary.bcc@bankofbaroda.com](mailto:companysecretary.bcc@bankofbaroda.com) • वेब / Web : [www.bankofbaroda.com](http://www.bankofbaroda.com)





बैंक ऑफ बड़ौदा **Bank of Baroda**

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

- In accordance with the Notice Dated 13<sup>th</sup> May 2016, the 20<sup>th</sup> Annual General Meeting of the Shareholders of Bank of Baroda was held on **Friday, 24<sup>th</sup> June, 2016** at 12.00 Noon at Sir Sayajirao Nagargriha, Vadodara Mahanagar Seva Sadan, T.P. - 1, F.P. 549/1, Near GEB Colony, Old Padra Road, Akota, Vadodara - 390020.
- Shri Ravi Venkatesan - 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 to Order.
- The Chairman welcomed the Shareholders and introduced the Directors present. The Chairman of the Audit Committee of the Board was present at the Meeting.
- The Chairman informed that the Notice dated 13<sup>th</sup> May, 2016 convening 20<sup>th</sup> Annual 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, "Hindustan" in Hindi and "Sandesh" in Gujarati on 31<sup>st</sup> May 2016. The Notice has also been 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, new initiatives taken by the Bank in view thereof, and strategy to be adopted / focus areas to further strengthen the Bank.
- The Chairman then moved the resolution for discussion, approval and adoption of Balance Sheet and Profit and Loss Account for the year ended 31<sup>st</sup> March 2016 together with reports of Board of Directors on the working and activities of the Bank for the FY 2015-16 and Auditor's Report on the Balance Sheet and Accounts, which was proposed and seconded by the Shareholders.
- The Chairman informed that in terms of Regulation 44 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended (the Rules) the Bank had provided Remote E-Voting Facility to Shareholders from 21<sup>st</sup> June 2016 to 23<sup>rd</sup> June 2016.
- The Chairman further informed that the Bank has appointed Karvy Computershare Pvt. Limited as E-voting agency and Mr. S N. Ananthasubramanian, Practicing Company Secretary, as Scrutinizer to oversee the Remote E-voting process.
- The Chairman also informed that in terms of the amended Rules, voting would also be conducted at the meeting to enable Shareholders who have not voted on the Agenda Item by using Remote E-Voting facility and for the purpose engaged the services of Karvy Computershare Pvt Ltd to provide Tab based E-Voting facility to cast their Votes at the meeting on the Agenda Item. The Chairman said that Mr. S N. Ananthasubramanian and Mr. Maganbhai Patel (Client ID: 1301870000034306), a Shareholder of the Bank have been appointed as Scrutinizers for the Voting process at the meeting.

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- The Chairman then invited participation of the Shareholders for discussing the Balance Sheet as at 31<sup>st</sup> March 2016, Profit & Loss Account for the year ended 31<sup>st</sup> March 2016, the Directors' Report and the Auditors' Report on the Balance Sheet and Accounts.
- Total Nine Shareholders spoke at the meeting, who made the observations in respect of areas such as Board Evaluation / Directors' Training Programme, Employees Training / Empowerment, Customer Service in the Bank, use of alternative channels to enhance customer service like ATMs, rise in NPAs / Stressed Assets and Strategy to be adopted by the Bank to deal with the same, Concurrent Audit / Statutory Audit / Stock Audit System, Mechanism for Asset Verification in NPA Accounts / Forensic Audit and effect of Brexit, etc.
- At the request of the Chairman, Shri P. S. Jayakumar, Managing Director & CEO of the Bank responded to the observations made / queries raised by the Shareholders.
- The Chairman then thanked the Shareholders for their active participation and concluded the discussions and said that facility have been provided to exercise Tab based Voting facility at the meeting and requested the Shareholder present to cast their Votes, if not already voted.
- The Chairman announced that after the casting of the Votes by Shareholder, the 20<sup>th</sup> Annual General Meeting of the Bank of Baroda shall stand closed.
- He also informed that based on the Results of the Scrutinizers, the Consolidated Voting Results of remote E-Voting and Voting at the AGM on the Agenda item will be announced maximum within two days of the meeting and will also be hosted on the websites of the Bank, National Stock Exchange of India Ltd (NSE), BSE Ltd and M/s. Karvy Computershare (P) Ltd, "the Agency" appointed by the Bank for facilitating E-voting.
- The Chairman thanked all the Shareholders for their presence & support.
- After the casting of the Votes by all the Shareholders present and closing of the Tab Voting process, the 20<sup>th</sup> Annual General Meeting of the Bank of Baroda was closed.
- **Result:** Based on the Report of the Scrutinizers, the only agenda item stands passed with requisite majority.
- The information on Consolidated Voting Results is enclosed in the prescribed format vide SEBI Circular No CIR/CFD/CMD/8/2015 dated 04<sup>th</sup> November 2015, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015.

Place: Vadodara  
Date: 24<sup>th</sup> June 2016  
Encl: As Above

For Bank of Baroda

M.L. Jain  
Dy. General Manager  
Company Secretary

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**S. N. ANANTHASUBRAMANIAN & CO.  
COMPANY SECRETARIES**

**10/26, BRINDABAN, THANE - 400 601**

Tel 25345648 / 2543 2704 : Fax 2539 0292 - email [snaco@snaco.net](mailto:snaco@snaco.net) - website [www.snaco.net](http://www.snaco.net)

**Consolidated Results**

**Item No. 1:** To discuss, approve and adopt the Balance Sheet of the Bank as at 31<sup>st</sup> March, 2016, Profit and Loss Account for the year ended 31<sup>st</sup> March, 2016, the report of the Board of Directors on the working and Activities of the Bank for the period covered by the accounts and the Auditor's Report on the Balance Sheet and Accounts.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	496	59,83,26,408	95	1,36,49,95,004	591	1,96,33,21,412	99.942
Dissent	09	246	07	2,007	16	2,253	0.001
Abstain	08	11,24,110	00	00	08	11,24,110	0.057
<b>Total</b>	<b>*513</b>	<b>59,94,50,764</b>	<b>102</b>	<b>1,36,49,97,011</b>	<b>*615</b>	<b>1,96,44,47,775</b>	<b>100.00</b>

\* Votes in respect of 3 folios have not been cast in the same manner.

Based on the aforesaid results, we report that, the Ordinary Resolution as contained in Item No. 1 of the Notice dated 13<sup>th</sup> May, 2016, has been passed with requisite majority.

*S. N. Ananthasubramanian*

S. N. Ananthasubramanian

*Maganbhai M Patel*

Maganbhai M Patel

Folio No: 1301870000034306

Date : 24<sup>th</sup> June, 2016

Place : Vadodara

*M.L. Jani*

M.L. Jani  
Company Secretary  
Bank of Baroda.

Report of Scrutinizer on remote e-Voting & voting by Shareholders of Bank of Baroda at the 20<sup>th</sup> AGM