



बैंक ऑफ़ बड़ौदा **Bank of Baroda**

BCC:ISD:109:09:560

Date: 22.12.2017

The Vice President B S E Ltd., PhirozeJeejeebhoy Towers Dalal Street Mumbai - 400 001 BSE Code-532134	The Vice President National Stock Exchange of India Ltd. Exchange Plaza, BandraKurla Complex Bandra (E), Mumbai- 400 051 NSE Code- BANKBARODA
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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 for Election of Two Shareholder Directors of Bank of Baroda was held at Vadodara on 22nd December 2017, as notified to the Stock Exchanges earlier.

In this regard, we are now pleased to enclose the Proceedings of the Meetings pursuant to Clause A(13) of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Voting results of 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



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Proceedings Extraordinary General Meeting

- In accordance with the Notice dated 14th November 2017, the Extraordinary General Meeting of the Shareholders of Bank of Baroda was held on **Friday, 22nd December 2017** at 10.00A.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.
- 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 informed that the Notice dated 14th November 2017 convening Extraordinary General Meeting was dispatched to all the Shareholders of the Bank through Registered Post / E-Mails. Notices pursuant to Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended was published in "Economic Times" and "The Indian Express" in English, "Hindustan" in Hindi and "Sandesh" in Gujarati on 23rd November 2017. 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 took up only agenda item pertaining to election of two Directors 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 14 nominations as on 7th December 2017, being the last date for receipt of nominations, out of which 11 nominations were found to be valid after Scrutiny. The Chairman further informed that these nominations were placed before the Nomination Committee of the Board at its meeting held on 11th December 2017 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 has determined -5- candidates to be "Fit & Proper" for contesting the election of Shareholder Directors.
- The Chairman then announced the names of five candidates viz. Smt. Soundara Kumar, Shri Srinivasan Sridhar, Shri Arun Lahu Chogle, Dr. Naresh Kumar Drall, Shri Bharatkumar D Dangar along with their brief profile. The Chairman informed the shareholders that as the number of candidates was more than two, voting had to be conducted and announced that the two candidates polling the majority of votes from amongst the -5- candidates shall be declared elected.
- He informed that Shri K.R.Kanojia, 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. K. Mishra, Under Secretary (IFU-II), Department of Economic Affairs, Ministry of Finance, Government of India, as their observer to oversee the process of election / Meeting. The Chairman further informed that the Bank has provided remote e-voting facility pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015 and informed that remote E-voting was held from 9.00 a.m. on 19th December 2017 to 5.00 p.m. on 21st December 2017. The Chairman said that for those, who could not cast their votes through remote e-voting, present at the meeting have been provided the Tab Voting facility.





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- The Chairman informed that the Bank has appointed M/s S N Ananthasubramanian & Co., Company Secretaries, as Scrutinizer to oversee the remote e-voting / tab voting process. Shri Parvat Arjunbhai Chocha, a Shareholder of the Bank is also appointed to act as the second scrutinizer. The Chairman then requested Shri S. N. Ananthasubramanian to explain the voting process for the benefit of shareholders present in the meeting.
- The Chairman announced the commencement of the Tab voting at the polling counters installed at the venue and informed that the same will continue upto 12.00 noon. Based on the report by the scrutinizer, the CRO will announce the results and the meeting shall stand closed thereafter.
- Based on the report of the scrutinizer, the Voting Results aggregating votes polled through remote e-voting and tab voting at the venue is as under:

Name	Votes	Results
Smt. Soundara Kumar	24,09,35,009	Elected
Shri Srinivasan Sridhar	21,59,63,963	Not Elected
Shri Arun Lahu Chogle	2,88,06,890	Not Elected
Dr. Naresh Kumar Drall	12,75,871	Not Elected
Shri Bharatkumar D Dangar	49,26,03,957	Re-elected

- Based on the majority of the Votes polled, Shri K. R. Kanojia, Chief Returning Officer announced that **Smt. Soundara Kumar and Shri Bharatkumar D Dangar elected / re-elected as Shareholder Directors**, who shall assume office w.e.f. 24th December 2017 and hold office for a period of three years till 23rd December 2020.
- Consolidated Voting Results is also uploaded on the website of BSE, NSE, Bank and Karvy.

Place: Vadodara
Date: 22nd December 2017
Encl: As Above



For Bank of Baroda


(P. K. Agarwal)
Company Secretary

S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

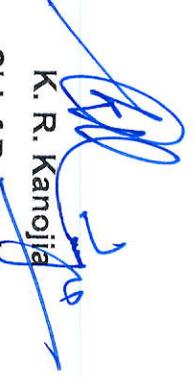
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel:25346648 / 2543 2704 : email: sna@snaeco.net; website: www.snaeco.net

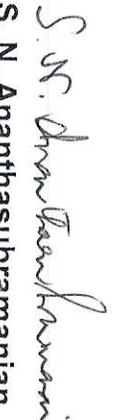
BANK OF BARODA – EXTRAORDINARY GENERAL MEETING – 22ND DECEMBER, 2017

RESULTS OF VOTING

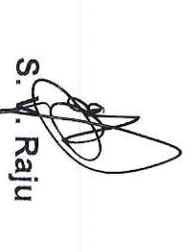
Name of the Candidate	Remote e-Voting		Voting at the EGM		Total	
	Voters	Votes	Voters	Votes	Voters	Votes
Smt. Soundara Kumar	179	24,09,24,191	32	10,818	211	24,09,35,009
Shri. Srinivasan Sridhar	148	21,58,83,733	28	80,230	176	21,59,63,963
Shri. Arun Lahu Chogle	28	2,87,36,040	11	70,850	39	2,88,06,890
Dr. Naresh Kumar Drall	36	12,72,506	12	3,365	48	12,75,871
Shri. Bharatkumar Dangar	260	49,25,81,062	65	22,895	325	49,26,03,957


K. R. Kanojia
Chief Returning Officer


S. K. Mishra
GOI Observer


S. N. Ananthasubramanian
Scrutinizer


Parvat Arjunbhai Chocha
Shareholder Scrutinizer


S. V. Raju
Computershare Private Limited

22nd December, 2017
Vadodara

Report of Scrutinizer on remote e-Voting and voting by shareholders of Bank of Baroda at the EGM held on 22nd December, 2017

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : email sna@snaco.net; website www.snaco.net

BANK OF BARODA – EXTRAORDINARY GENERAL MEETING – 22ND DECEMBER, 2017

ELECTION RESULTS

Name of the Candidate	Number of Votes
Shri. Bharatkumar Dangar	49,26,03,957
Smt. Soundara Kumar	24,09,35,009


K.R. Kanojia
Chief Returning Officer


S. K. Mishra
GOI Observer


S. N. Ananthasubramanian
Scrutinizer


Parvat Arjunbhai Chocha
Shareholder Scrutinizer


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