



बैंक ऑफ बड़ौदा **Bank of Baroda**

BCC:ISD:110:09:535

Date: 10<sup>th</sup> December 2018

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: Extraordinary General Meeting - Election of One Shareholder Director -  
Submission of Proceedings & Voting Results**

We advise that the Extraordinary General Meeting (EGM) for Election of One Shareholder Director of Bank of Baroda was held at Vadodara on 10<sup>th</sup> December 2018.

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 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

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

Baroda Corporate Centre, C-26, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051, India.

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## Proceedings Extraordinary General Meeting

- In accordance with the Notice dated 05<sup>th</sup> November 2018, the Extraordinary General Meeting of the Shareholders of Bank of Baroda was held on **Monday, 10<sup>th</sup> December 2018** at 10.00 A.M. at Sir Sayajirao Nagargriha, Vadodara Mahanagar Seva Sadan, Akota, Vadodara - 390020.
- 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 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 05<sup>th</sup> November 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 15<sup>th</sup> November 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.
- The Chairman then 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 -3- nominations as on 23<sup>rd</sup> November 2018, being the last date for receipt of nominations. These nominations were placed before the Nomination Committee of the Board at its meeting held on 27<sup>th</sup> November 2018 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 -2- candidates to be "Fit & Proper" for contesting the election of Shareholder Director.
- The Chairman then announced the names of two candidates viz. Shri Jitendra Kumar Sarawgi 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 had to be conducted and one candidate polling the majority of votes from amongst the -2- candidate 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 Gurdeep Singh, Under Secretary (Vigilance Section), Department of Financial Services, Ministry of Finance, Government of India, as their observer to oversee the process of election / 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 06<sup>th</sup> December 2018 to 5.00 p.m. on 09<sup>th</sup> December 2018.
- The Chairman further informed that the Bank has appointed Karvy Fintech Pvt. Ltd. (formerly known as Karvy Computershare 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 announced the commencement of the Tab voting at the polling counters installed at the venue and advised shareholders to cast their votes. Based on the report by the scrutinizer, the CRO announced the consolidated results and the meeting 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 were as under:

Name	Votes	Results
Shri Srinivasan Sridhar	55,74,64,176	Elected
Shri Jitendra Kumar Sarawgi	19,428	Not Elected

- Based on the majority of the Votes polled Chief Returning Officer announced that **Shri Srinivasan Sridhar elected as Shareholder Director**, who will assume office w.e.f. 12th December 2018.
- Consolidated Voting Results were also uploaded on the website of BSE, NSE, Bank and Karvy.

For Bank of Baroda

  
P K Agarwal  
Company Secretary  



Place: Vadodara

Date: 10<sup>th</sup> December 2018

**CONSOLIDATED RESULTS**

Item No. 1: To elect One Director from amongst the Shareholders of the Bank.

Name of the Candidate	Number of Votes		
	Remote e-voting	Voting at the EGM	Total
Shri Jitendra Kumar Sarawgi	11,258	8,170	19,428
Shri Srinivasan Sridhar	55,73,74,923	89,253	55,74,64,176

  
**K. R. Kanodia**  
Chief Returning  
Officer

  
**Gurdeep Singh**  
GOI Observer

  
**Malati Kumar**  
Scrutinizer



  
**Parvat Arjunbhai Chocha**  
Shareholder Scrutinizer

  
**S. V. Raju**  
Karvy Fintech Private  
Limited

10<sup>th</sup> December, 2018  
Vadodara

**ELECTION RESULTS**

Name of the Candidate (Elected)	Number of Votes Polled in Favour
Shri Srinivasan Sridhar	55,74,64,176

  
**K. R. Kanojia**  
Chief Returning  
Officer

  
**Gurdeep Singh**  
GOI Observer

  
**Malati Kumar**  
Scrutinizer

  
**Parvat Arjunbhai Chocha**  
Shareholder Scrutinizer

  
**S. V. Raju**  
Karvy Fintech Private  
Limited



10<sup>th</sup> December, 2018  
Vadodara