



बैंक ऑफ बड़ौदा **Bank of Baroda**

BCC:ISD:107/09/342

Date: 24.06.2015

The Vice President  
B S E Ltd.,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
BSE Code-532134  
e-mail : corp.relations@bseindia.com

The Vice President  
National Stock Exchange of India Ltd.  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (E), Mumbai- 400 051  
NSE Code- BANKBARODA  
e-mail: cmlist@nse.co.in

Dear Sir / Madam,

**Re: 19<sup>th</sup> Annual General Meeting of our Bank - Proceedings, Voting Results and Scrutinizers' Report**

We advise that the 19<sup>th</sup> Annual General Meeting of Bank of Baroda was held at Vadodara on 24<sup>th</sup> June 2015, as notified to the Stock Exchanges earlier.

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

1. Proceedings of the Meetings duly signed in compliance of clause 31(d) of the Listing Agreement (LA) with the Stock Exchanges (SEs).
2. The information in respect of the Voting i.e. Aggregate of E-Voting and Poll at the Meeting in compliance of clause 35(A) of LA.
3. The "Report of Scrutinizers" in compliance of clause 35(B) of LA.

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**

**19<sup>th</sup> Annual General Meeting**

- In accordance with the Notice Dated 11<sup>th</sup> May 2015 the 19<sup>th</sup> Annual General Meeting of the Shareholders of Bank of Baroda was held on **Wednesday, 24<sup>th</sup> June, 2015** 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.
- Shri Ranjan Dhawan – Managing Director & CEO of the Bank chaired the meeting pursuant to Regulation 59 of Bank of Baroda General (Shares and Meetings) Regulations, 1998.
- The Chairman of the Meeting (CoM), after ascertaining the quorum, called the Meeting to Order.
- The CoM welcomed the Shareholders and introduced the Directors present.
- The Chairman of the Audit Committee of the Board was present at the Meeting.
- The CoM informed that the Notice dated 11<sup>th</sup> May, 2015 convening 19<sup>th</sup> Annual General Meeting was dispatched to all the Shareholders of the Bank through Registered Post and also published in "The Indian Express and Economic Times" in English, "Hindustan" in Hindi and "Sandesh" in Gujarati on 26<sup>th</sup> May 2015. 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 CoM 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 2015.
- The CoM then moved the resolution which was proposed and seconded by the Shareholders, for discussion, approval and adoption of Accounts for the year ended 31<sup>st</sup> March 2015 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 CoM 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 as amended the Bank had provided e-voting facility to the shareholders from 21<sup>st</sup> June 2015 to 23<sup>rd</sup> June 2015.
- The CoM 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 CoM informed that voting by Poll will be conducted after all the agenda items have been transacted.
- The CoM then invited participation of the Shareholders for discussing the Balance Sheet as at 31<sup>st</sup> March 2015, Profit & Loss Account for the year ended 31<sup>st</sup> March 2015, the Directors' Report and the Auditors' Report on the Balance Sheet and Accounts.
- Five Shareholders spoke at the meeting.
- The CoM responded to the observations made / queries raised by the shareholders.
- The CoM then moved the resolution for the declaration of dividend, which was proposed and seconded by the Shareholders. The CoM informed that the Board of Directors at the Meeting held on 11<sup>th</sup> May, 2015 has recommended a Dividend of Rs.3.20 per equity share of face value of Rs. 2/- each for FY 2014-15. The Bank has fixed the dividend payment date as 8<sup>th</sup> July 2015. **(Agenda Item No.2)**
- With respect to the Third Item on the Agenda, The CoM informed that Bank had called for nominations from Shareholders for the election of ONE Director from amongst Shareholders other than the Central Government. The Nomination Committee of the Board at its meeting held on 15<sup>th</sup> June 2015 did not find any of the candidates who had filed their valid nominations to be Fit & Proper and has advised the Bank to start the election process afresh. Thus this Agenda Item was not being taken up at this meeting.
- The CoM then Ordered for the Poll on both items on the Agenda of the meeting



- The CoM informed that Mr. S N Ananthasubramanian, Practicing Company Secretary and Mr. Harish Pandya, a Shareholder of the Bank have been appointed as Scrutinizers.
- The Ballot box used for the Poll were demonstrated and locked under the supervision of the Scrutinizers in presence of the Shareholders.
- The CoM requested the shareholders to cast their votes and informed that after all the shareholders had cast their votes, the meeting shall stand closed.
- The CoM 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 of the Meeting thanked all the Shareholders for their presence & support.
- After casting of the Votes by all the Shareholders present and sealing of the Poll Boxes by the Scrutinizers, the Chairman announced the closure of the Meeting.
- **Result:** Based on the Report of the Scrutinizers, both the agenda items were declared as passed with requisite majority.

The information on Poll / Voting is enclosed in the prescribed form pursuant to clause 35(A) of Listing Agreement with Stock Exchanges.

For Bank of Baroda



M.L. Jain

DGM -Company Secretary &  
Compliance

Place: Vadodara  
Date: 24<sup>th</sup> June 2015

Encl: As above



**बैंक ऑफ बड़ौदा Bank of Baroda**

**Pursuant to Clause 35A of the Listing Agreement**

|                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |            |
|--------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| <b>Name of the Company:</b>                                                          | <b>Bank of Baroda</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |            |
| <b>Date of the AGM:</b>                                                              | <b>24<sup>th</sup> June 2015</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |            |
| <b>Total number of Shareholders on the Record Date/Book Closure:</b>                 | <b>2,70,192 (as on 17<sup>th</sup> June 2015)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |            |
| <b>No. of Shareholders present in the meeting either in Person or through Proxy:</b> | <b>Promoters and Promoter Group:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1</b>   |
|                                                                                      | <b>Public:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>178</b> |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>           | <b>Promoters and Promoter Group:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>NIL</b> |
|                                                                                      | <b>Public:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>NIL</b> |
| <b>(Agenda-wise)<br/>Details of the Agenda:</b>                                      | <p>Approval of Ordinary Resolutions for following business:</p> <ol style="list-style-type: none"> <li>1. To discuss, approve and adopt the Balance Sheet of the Bank as at 31<sup>st</sup> March 2015, Profit and Loss Account for the year ended 31<sup>st</sup> March, 2015, 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.</li> <li>2. To declare dividend for the year 2014-15.</li> </ol> |            |
| <b>Resolution required: (Ordinary/Special)</b>                                       | <b>Ordinary</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |            |
| <b>Mode of voting: Polling<br/>(Show of hands/Poll/ Postal ballot/E-voting)</b>      | <b>E-Voting and Poll at AGM</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |            |



बैंक ऑफ बड़ौदा **Bank of Baroda**

**BANK OF BARODA-24/06/2015-VADODARA 1 (Electronic and Physical)**

**ITEM/ RESOLUTION – 1**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=<br>[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=<br>[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=<br>[(5)/(2)]*100 |
|--------------------------------|---------------------------|----------------------------|------------------------------------------------------------------|---------------------------------|-------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Promoter and Promoter Group    | 127,22,76,886             | 127,22,76,886              | 100.00                                                           | 127,22,76,886                   | 0                             | 100.00                                                        | 0.00                                                        |
| Public – Institutional holders | 76,33,61,246              | 56,35,75,095               | 73.83                                                            | 56,35,75,095                    | 0                             | 100.00                                                        | 0.00                                                        |
| Public-Others                  | 17,58,57,774              | 69,36,656                  | 3.94                                                             | 69,34,324                       | 2332                          | 99.97                                                         | 0.03                                                        |
| Total                          | 221,14,95,906             | 184,27,88,637              |                                                                  | 184,27,86,305                   | 2332                          |                                                               |                                                             |

**ITEM/ RESOLUTION – 2**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=<br>[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=<br>[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=<br>[(5)/(2)]*100 |
|--------------------------------|---------------------------|----------------------------|------------------------------------------------------------------|---------------------------------|-------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Promoter and Promoter Group    | 127,22,76,886             | 127,22,76,886              | 100.00                                                           | 127,22,76,886                   | 0.00                          | 100.00                                                        | 0.00                                                        |
| Public – Institutional holders | 76,33,61,246              | 56,39,26,995               | 73.87                                                            | 56,39,26,995                    | 0.00                          | 100.00                                                        | 0.00                                                        |
| Public-Others                  | 17,58,57,774              | 69,36,877                  | 3.94                                                             | 69,36,807                       | 70                            | 100.00                                                        | 0.00                                                        |
| Total                          | 221,14,95,906             | 184,31,40,758              |                                                                  | 184,31,40,688                   | 70                            |                                                               |                                                             |

FOR, BANK OF BARODA

M.L. Jain

DGM- Company secretary & Compliance

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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: Adoption of Accounts.**

| Particulars | Number of Votes contained in |              |                   |                |       | Percentage     |        |
|-------------|------------------------------|--------------|-------------------|----------------|-------|----------------|--------|
|             | Remote e-Votes               |              | Voting at the AGM |                | Total |                |        |
|             |                              |              | Number            | Votes          |       |                | Number |
| Assent      | 454                          | 52,21,42,008 | 74                | 1,27,23,22,346 | 528   | 1,79,44,64,354 | 99.94  |
| Dissent     | 4                            | 2,332        | 0                 | 0              | 4     | 2,332          | 0.01   |
| Abstain     | 6                            | 7,95,060     | 0                 | 0              | 6     | 7,95,060       | 0.05   |
| Total       | 464                          | 52,29,39,400 | 74                | 1,27,23,22,346 | 538   | 1,79,52,61,746 | 100.00 |

\* One Shareholder has cast his vote both "For" and "Against"

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 1** of the Notice dated **11<sup>th</sup> May 2015**, has been passed with **requisite majority**.

*S. N. Ananthasubramanian*

**S. N. Ananthasubramanian**

**Date: 24<sup>th</sup> June, 2015**

**Place: Baroda**

*Harish, R. Pandya*

**Harish Pandya**

**Shareholder Scrutinizer**

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

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**Consolidated Results**

**Item No. 2: Declaration of Dividend at the rate of Rs.3.20/- per equity share of Rs. 2/- each.**

| Particulars | Number of Votes contained in |              |                   |                |        |                | Percentage |
|-------------|------------------------------|--------------|-------------------|----------------|--------|----------------|------------|
|             | Remote e-Votes               |              | Voting at the AGM |                | Total  |                |            |
|             |                              |              | Number            | Votes          | Number | Votes          |            |
| Assent      | 460                          | 52,24,96,391 | 74                | 1,27,23,22,346 | 534    | 1,79,48,18,737 | 99.97      |
| Dissent     | 2                            | 70           | 0                 | 0              | 2      | 70             | 0.00       |
| Abstain     | 1                            | 4,42,939     | 0                 | 0              | 1      | 4,42,939       | 0.03       |
| Total       | 463                          | 52,29,39,400 | 74                | 1,27,23,22,346 | 537    | 1,79,52,61,746 | 100.00     |

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 2** of the Notice dated **11<sup>th</sup> May 2015**, has been passed with **requisite majority**.

*S. N. Ananthasubramanian*

**S. N. Ananthasubramanian**

**Date: 24<sup>th</sup> June, 2015**

**Place: Baroda**

*Harish R. Pandya*

**Harish Pandya**

**Shareholder Scrutinizer**