

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 th 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



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

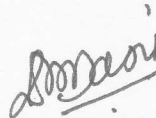
5. The result of the Poll is as annexed Resolution wise.
6. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
7. The poll papers and all other relevant records are duly handed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



S N Ananthasubramanian

Scrutinizer

25/06/2014



Scrutinizer

25/06/2014

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[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



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(b) Resolution - 02

To declare Final Dividend

(i) Voted in favour of the resolution:

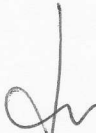
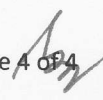
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
163	296394412	100.00

(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
18th 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	Total	
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	99.52
Dissent	6	3	9	641	106	753	0.00
Abstain	7	26	33	677	15,97,572	15,98,249	0.48
Total	175	292	467	29,63,95,835	3,84,93,006	33,48,88,841	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; 33,32,89,845 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

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for

Bank of Baroda
18th 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. Gnantharayanan

