

BCC:ISD:116:16:171

15.05.2024

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 of our Bank – Submission of Proceedings & Voting Results under SEBI (LODR) Regulations, 2015

We advise that the Extraordinary General Meeting of Bank of Baroda interalia, for election of One Shareholder Director was held today i.e. 15th May 2024 at 11.00 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

In this regard, we are enclosing the Proceedings of the Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Voting Results as submitted by Scrutinizers.

We request you to take a note of the above pursuant to respective SEBI (LODR) Regulations and upload the same on your website.

The meeting concluded at 11.46 AM.

Yours faithfully,

P. K. Agarwal
Company Secretary

Encl.- As above



Proceedings

Extraordinary General Meeting (EGM) through VC / OAVM – 15.05.2024

- In accordance with the Notice dated 03rd April 2024, the Extraordinary General Meeting (EGM) of the Shareholders of Bank of Baroda was held on Wednesday, 15th May 2024 at 11.00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with regulatory guidelines.
- Shri Debadatta Chand, 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 in order.
- The Chairman welcomed the Shareholders and introduced the Directors present at the Meeting.
- There were two agenda items:- (i) To elect 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 and (ii) to approve the appointment of Shri Sanjay Vinayak Mudaliar as Executive Director .
- The Company Secretary informed that Pre-dispatch Notice providing details of this meeting was published in Business Standard and The Indian Express in English, Business Standard in Hindi, and Sandesh in Gujarati on 05th April 2024. The Notice of this meeting was e-mailed on 16th April 2024 to the Shareholders who have registered their email ids. Post-dispatch, E-voting Notice of EGM was published in Business Standard and The Indian Express in English, Business Standard in Hindi, and Sandesh in Gujarati on 19th April 2024. The Notice was also hosted on the website of the Bank. With the permission of the Shareholders present, the Notice was taken as read.
- It was informed that the Bank had received -4- nominations upto 30th April 2024, being the last date for receipt of nominations and out of which all -4- nominations were found to be valid after primary Scrutiny.
- These -4- nominations were placed before the Nomination and Remuneration Committee of the Board at its meeting held on 07th May 2024 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 all candidates to be "Fit & Proper" for contesting the election of Shareholder Director.
- The names of 4 valid candidates along with their brief profile were read out by the Company Secretary.
- It was also informed that the candidate securing the highest of votes from amongst the -4- candidates shall be declared elected.
- It was informed that in terms of Regulation 44 of SEBI (LODR) Regulations, 2015 read with Rule 20 of Companies (Management and Administration) Rules, 2014 the Bank had provided Remote E-Voting facility to Shareholders from 9.00 a.m. on 10th May 2024 to 5.00 p.m. on 14th May 2024 for voting on the item on the agenda.
- It was also informed that S. N. Ananthasubramanian & Co, Practicing Company Secretaries is appointed as Scrutinizer to oversee the Remote E-voting and e-voting process.



- The Chairman requested the shareholders, who have not voted, to cast their votes as per events for each of the agenda items.
- The Chairman then informed that e-voting facility is available for the members to cast their votes for next 30 minutes. The Chairman thanked the shareholders for their participation. The meeting concluded after voting at 11.46 AM.
- Based on the report of the scrutinizer, the aggregate votes polled through remote e-voting and e-voting at the EGM and voting results are as under:

Item Number 1: Election of ONE Shareholder Director of the Bank

Name	Votes
Mr. Sanjay Kapoor	3,99,03,651
Mr. Suresh Chand Garg	2,39,471
Mr .Kartar Singh Chauhan	8,12,783
Mr. Ravindran Menon	86,42,12,556

- Based on the majority of the Votes polled, it was announced that **Mr. Ravindran Menon** has been **elected as Shareholder Director**, who will assume office w.e.f. 16th May 2024 for a period of three years.

Item Number 2: To approve the appointment of Shri Sanjay Vinayak Mudaliar, Executive Director

Particulars	Remote E Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,218	4,23,90,25,921	24	31,732	2242	4,23,90,57,653	92.9536
Dissent	592	32,13,43,165	1	86	593	32,13,43,251	7.0464
Total	2,810	4,56,03,69,086	25	31,818	2,835	4,56,04,00,904	100.0000

Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the EGM dated 03rd April 2024 has been **passed with requisite majority**.

- Consolidated Voting Results were also uploaded on the websites of BSE, NSE & Bank.

For Bank of Baroda

P. K. Agarwal
Company Secretary

Date: 15th May 2024

Encl: As Above



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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Thane (W) - 400 601
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E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

15th May, 2024

To,

The Chairman

Bank of Baroda

C-26, G-Block, Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Shareholders during the Extraordinary General Meeting of your Bank held on Wednesday, 15th May, 2024 through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

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Viswanathan Narayanan
Satyamangalam
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S. N. Viswanathan

Partner

***Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 15th May, 2024.***



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

SCRUTINIZER'S REPORT

Name of the Bank	Bank of Baroda
Meeting	Extraordinary General Meeting
Day, Date & Time	Wednesday, 15th May, 2024 at 11:00 a.m.
Deemed Venue	Baroda Bhavan, Alkapuri, Vadodara – 390 007.
Mode	Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as e-voting by Shareholders for the Election of one Shareholder Director from amongst Shareholders of the Bank other than the Central Government, and approval of appointment of NOD by the Central Government, at the Extra Ordinary General Meeting (“EGM”) of Bank of Baroda (hereinafter referred to as ‘the Bank’) held on Wednesday, 15th May, 2024 at 11.00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer’s report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the EGM

2.1 Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other general meetings of Members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), an advertisement was published in Business Standard and The Indian Express (English), Business Standard (Hindi), and Sandesh (Gujarati) newspapers having electronic editions, on **05th April 2024**, specifying the date & time of the EGM, availability of the notice on the Bank’s website and website of Stock

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***Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 15th May, 2024.***



S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

Exchanges, manner of registration of email ids by the shareholders (both physical and demat) who are yet to register their email ids with the Bank, manner of voting through remote e-voting or through e-voting system at the EGM etc.

- 2.2 The Bank also hosted the detailed notice of EGM on its website and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **15th April 2024**.
- 2.3 The Bank has informed that on the basis of the Register of Shareholders and the list of Beneficial Owners made available by KFIN Technologies Limited, Registrar and Share Transfer Agents ("RTA") of the Bank and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Bank completed dispatch of Notice of EGM by e-mail
- a) on **16th April, 2024** to **11,88,178** Shareholders who had registered their email ids with the Bank/ Depositories and
- b) on **09th May, 2024** to **47,140** Shareholders who had registered their email ids pursuant to aforesaid advertisement published by the Bank.

3. Cut-off date

- 3.1 Voting rights with respect to the agenda Item number one (1) was reckoned as on **Friday, 12th April, 2024** and agenda item number two (2) was reckoned as on **Wednesday, 08th May, 2024**, being the cut-off date (Specified Date) for the purpose of deciding the entitlement of shareholders for remote e-voting and e-voting during the EGM.

4. Remote e-voting process

4.1 Agency

The Bank appointed National Securities Depository Limited (NSDL) as the agency for providing the platform for remote e-voting and e-voting during the EGM.

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**Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 15th May, 2024.**





S. N. ANANTHASUBRAMANIAN & CO **Company Secretaries**

4.2 Remote e-voting period

Remote e-voting platform was open from **09:00 a.m. on Friday, 10th May, 2023 till 5:00 p.m. on Tuesday, 14th May, 2024** and Shareholders were required to cast their votes electronically conveying their preference/ choice in respect of the candidates' contesting elections on the remote e-voting platform provided by NSDL.

5 Voting at the EGM

5.1 In line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Shareholders who have cast their votes through remote e-voting do not vote again during the General Meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Shareholders who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the shareholders who had cast their votes through remote e-voting.

6 Counting Process

6.1 On completion of e-voting at the EGM, we unblocked the results of the remote e-voting and e-voting by shareholders at the EGM, on the platform provided by NSDL and downloaded the results.

6.2 No Shareholder of the Bank other than the Central Government holds more than 10% of total voting rights of all Shareholders of the Bank, accordingly, provisions of Section 3(2E) of Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 with respect to restriction of voting rights are not applicable.

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***Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 15th May, 2024.***



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

6.3 All the votes cast by the shareholders were found to be valid.

7. Results

6.1 The Consolidated Results with respect to the agenda items as set out in the EGM Notice is enclosed herewith.

6.2 Based on the aforesaid results, we report that

6.2.1 Shri Ravindran Menon can be elected as a Director of the Bank from amongst shareholders other than the Central Government; and

6.2.2 the Ordinary Resolution as set out in Item No. 2 of the EGM Notice has been passed with the requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

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S N Viswanathan

Partner

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ICSI UDIN: A061955F000373904

15th May, 2024 | Thane

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 15th May, 2024.*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 1: Election of One Shareholder Director amongst the Shareholders other than the Central Government pursuant to the provisions under Section 9(3)(i) of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970

Name of the Candidate	Remote e-Voting		Voting at the EGM		Total	
	Voters	Votes	Voters	Votes	Voters	Votes
Shri Sanjay Kapoor	692	3,98,96,160	7	7,491	699	3,99,03,651
Shri Suresh Chand Garg	254	2,39,471	0	0	254	2,39,471
Shri Kartar Singh Chauhan	203	8,12,553	1	230	204	8,12,783
Shri Ravindran Menon	942	86,41,90,585	16	21,971	958	86,42,12,556

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S N Viswanathan
Partner

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ICSI UDIN: A061955F000373904

15th May, 2024 | Thane

B. Elango

Shri Bala Subramanian Elango
Chief General Manager
& Chief Returning Officer
Bank of Baroda

**Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 15th May, 2024.**



ELECTION RESULTS

Name of the Candidate	Number of Votes
Shri Ravindran Menon	86,42,12,556

Pursuant to Regulation 66 of Bank of Baroda General (Shares and Meetings) Regulations, 1998, Shri Ravindran Menon can be declared elected as a Director of the Bank from amongst shareholders other than the Central Government.

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S N Viswanathan
Partner

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B. Elango

Shri Bala Subramanian Elango
Chief General Manager
& Chief Returning Officer
Bank of Baroda



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 2: To consider and approve appointment of Shri Sanjay Vinayak Mudaliar, as an Executive Director of the Bank.

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,218	4,23,90,25,921	24	31,732	2,242	4,23,90,57,653	92.9536
Dissent	592	32,13,43,165	1	86	593	32,13,43,251	7.0464
Total	2,810	4,56,03,69,086	25	31,818	2,835	4,56,04,00,904	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the EGM dated **03rd April, 2024** has been **passed with requisite majority**.

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S N Viswanathan

Partner

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15th May, 2024 | Thane

*Report of Scrutinizer on remote e-voting process and voting by Shareholders
during the EGM of Bank of Baroda held on 15th May, 2024.*