

BCC:ISD:114:135

27.06.2022

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: 26th Annual General Meeting of our Bank – Submission of Proceedings & Voting Results under SEBI (LODR) Regulations, 2015

We advise that the 26th Annual General Meeting of Bank of Baroda was held today i.e. 27th June 2022 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.

Yours faithfully,


P K Agarwal
Company Secretary


Encl.- As above

Proceedings

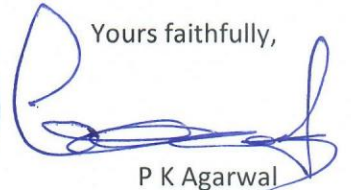
26th Annual General Meeting through VC / OAVM

- In accordance with the Notice dated 31st May 2022, the 26th Annual General Meeting of the Shareholders of Bank of Baroda was held on Monday, 27th June 2022 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with MCA (Ministry of Corporate Affairs) / SEBI guidelines.
- Dr. Hasmukh Adhia, Chairman of the Bank, chaired the meeting pursuant to 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 Chairperson of the Audit Committee of the Board & Stakeholders Relationship Committee were also present at the Meeting.
- The Chairman further informed that the Notice of this meeting along with the various links including Full Annual Report 2021-22 was e-mailed on 03rd June 2022 to the Shareholders who have registered their email ids. Post-dispatch, E-voting Notice of 26th AGM was published in Business Standard & Indian Express in English, Business Standard in Hindi, and Sandesh in Gujarati on 04th June 2022.
- The Notice of AGM 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 addressed the Shareholders. He apprised the Shareholders on the economic and banking environment, dividend, future banking and new initiatives taken by the Bank.
- The Chairman then moved the resolutions as per Notice of 26th AGM for 1) To approve the financial results of the Bank for the year ended 31st March, 2022. 2) To approve and declare dividend for the Financial Year 2021-22.
- The Chairman 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 23rd June 2022 to 5.00 p.m. on 26th June 2022 for voting on the items on the agenda.
- The Chairman further informed that the Bank has appointed KFin Technologies Ltd. as E-voting agency and M/s S. N. Ananthasubramanian & Co, Practicing Company Secretaries as Scrutinizer to oversee the Remote E-voting and e-voting process.
- The Chairman then invited participation of the Shareholders for discussing agenda items. Few shareholders spoke one by one at the meeting and made observations / queries in respect of agenda items.



- Shri Sanjiv Chadha, Managing Director & CEO of the Bank responded to the observations made / queries raised by the Shareholders.
- The Chairman thanked the Shareholders for their active participation and informed that e-voting facility is available for the members who have not cast their votes to cast their votes for further 30 minutes.
- After casting of the votes by Shareholders, the 26th AGM of the Bank concluded.
- Consolidated Voting Results were uploaded on the website of BSE, NSE, Bank and KFin.



Yours faithfully,

P K Agarwal
Company Secretary

Date: 27th June 2022



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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ICSI Unique Code: P1991MH040400

27th June, 2022

To,
The Chairman
Bank of Baroda
Baroda Bhavan, Alkapuri,
Vadodara - 390007.

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and e-voting by your Shareholders during the Annual General Meeting of your Bank held on Monday, 27th June, 2022 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.




Viswanathan N. S.
Partner



SCRUTINIZER'S REPORT

Name of the Bank	Bank of Baroda
Type of Meeting	26 th Annual General Meeting
Day, Date & Time	Monday, 27 th June, 2022 at 11.00 a.m. (IST)
Deemed Venue	Baroda Bhavan, Alkapuri, Vadodara - 390007.
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 the e-voting by Shareholders for the 26th Annual General Meeting ("AGM") of Bank of Baroda (hereinafter referred to as 'the Bank') held on Monday, 27th June, 2022 at 11.00 a.m. 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 AGM

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 & Indian Express (English Newspaper), Business Standard (Hindi Newspaper) and Sandesh (Gujarati Newspaper) on 23rd May, 2022 and 4th June, 2022 specifying the date & time of the AGM, availability of the notice on the Bank's website and website of Stock 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 AGM etc.

2.2. The Bank hosted the detailed notice of AGM on its website and also intimated the same to BSE Limited and National Stock Exchange of India Limited on 2nd June, 2022.



*Report of Scrutinizer on remote e-voting and e-voting by Shareholders during the AGM of
Bank of Baroda held on 27th June, 2022.*



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 (KFin), 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 AGM on **3rd June, 2022** by e-mail to **10,98,393** Shareholders who had registered their email ids with the Bank/ Depositories.

3. Cut-off date

3.1 Voting rights with respect to the agenda items were reckoned as on **Monday, 20th June, 2022**, being the cut-off date for the purpose of deciding the entitlement of Shareholders for remote e-voting and e-voting during the AGM.

4. Remote e-voting process

4.1. Agency

The Bank appointed KFin as the agency for providing the platform for remote e-voting and e-voting during the AGM.

4.2. Remote e-voting period

Remote e-voting platform was open from **9.00 a.m. on Thursday, 23rd June, 2022 till 5.00 p.m. on Sunday, 26th June, 2022** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the resolution on the remote e-voting platform provided by KFin.

5. Voting at the AGM

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 AGM, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of the AGM, 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.





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

5.2. Accordingly, KFin, 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 AGM, we unblocked the results of the remote e-voting and e-voting by Shareholders at the AGM, on the KFin e-voting platform and downloaded the results for scrutiny.

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.

7. Results

7.1. Consolidated results with respect to the agenda items as set out in the Notice of the AGM dated 31st May, 2022 is enclosed herewith.

7.2. Based on the aforesaid results, we report that 02 (Two) Ordinary Resolutions as set out in Item No. 1 and 2 of the Notice of the AGM dated 31st May, 2022 have been passed with the requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 606/2019

Viswanathan N. S.

Viswanathan N. S.
Partner

ACS: 61955 | COP: 24335



ICSI UDIN: A061955D000533987

27th June, 2022 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

CONSOLIDATED RESULTS

Item No. 1: To consider and adopt the audited Financial Statements for the Financial Year ended March 31, 2022 together with the Reports of the Auditors and the Board of Directors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,011	1,10,64,64,498	7	3,30,82,00,380	1,018	4,41,46,64,878	99.9635
Dissent	19	16,10,645	0	0	19	16,10,645	0.0365
Total	1,030	1,10,80,75,143	7	3,30,82,00,380	1,037	4,41,62,75,523	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 31st May, 2022, has been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries

SW N S



Viswanathan N. S.
Partner

ACS: 61955 | COP: 24335

ICSI UDIN: A061955D000533987

27th June, 2022 | Thane

Report of Scrutinizer on remote e-voting and e-voting by Shareholders during the AGM of Bank of Baroda held on 27th June, 2022.



CONSOLIDATED RESULTS



Item No. 2: To approve and declare dividend for the Financial Year 2021-22.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	*1,014	1,09,82,88,966	7	3,30,82,00,380	1,021	4,40,64,89,346	99.7617
Dissent	*20	1,05,26,978	0	0	20	1,05,26,978	0.2383
Total	*1,034	1,10,88,15,944	7	3,30,82,00,380	1,041	4,41,70,16,324	100.0000

*1 (one) Member has not cast all his votes in the same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 31st May, 2022, has been **passed with requisite majority**.

For **S. N. ANANTHASUBRAMANIAN & Co.**
Company Secretaries

Viswanathan N. S.
Partner
ACS: 61955 | COP: 24335

ICSI UDIN: A061955D000533987
27th June, 2022 | Thane

Report of Scrutinizer on remote e-voting and e-voting by Shareholders during the AGM of Bank of Baroda held on 27th June, 2022.