

BANK OF BARODA
Proceedings
17th Annual General Meeting

- In accordance with the notice dated 13th May 2013 the 17th Annual General Meeting of the Shareholders of Bank of Baroda was held on Wednesday, 26th June, 2013 at 10.30 a.m. at Sir Sayajirao Nagargriha, Vadodara Mahanagar Seva Sadan, Bank of Baroda Centenary Year (2007-2008), T.P. - 1, F.P. 549/1, Near GEB Colony, Old Padra Road, Akota, Vadodara – 390020.
- Shri S. S. Mundra – Chairman and Managing Director of the Bank chaired the meeting.
- The Chairman, after ascertaining the quorum, called the Meeting in order.
- The Chairman welcomed the shareholders and introduced the Directors present.
- The Chairman informed that the Notice dated 13th May, 2013 convening 17th Annual General Meeting was mailed to all the shareholders of the Bank and also published in “Business Standard” in English, “Business Standard” in Hindi and “Sandesh” in Gujarati on 31st May 2013. 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, Overview on the Performance of the Bank during the Financial Year ended 31st March 2013, Bank’s Key Strategic Initiatives and also future business plan.
- The Chairman then moved the resolution of accounts for the year ended 31st March 2013 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, for discussion, approval and adoption.
- The Chairman then put to vote the following resolution, proposed and seconded by the Shareholders. After due deliberations/ discussions and the Chairman’s response on shareholders’ queries, it was passed unanimously on show of hands.

“**RESOLVED THAT** the Audited Balance Sheet of the Bank as at 31st March 2013, the Profit and Loss Account for the year ended 31st March 2013, 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, be and is hereby approved and adopted.”

- The Chairman took Item No. 2 on the Agenda pertaining to declaration of dividend. He informed that the Board of Directors had recommended a dividend @ Rs.21.50/- per equity share of Rs.10/- each for the year 2012-13.
- The Chairman then put to vote the following resolution, proposed and seconded by the Shareholders, which was passed unanimously on show of hands:

"**RESOLVED THAT** as recommended by the Board, dividend at the rate of Rs.21.50/- (Rupees Twenty one and paise fifty only) per equity share of Rs.10/- each fully paid up, on the Equity Capital of the Bank be and is hereby approved and declared for the year 2012-13."
- The Chairman also informed that the Dividend would be paid on 8th July 2013.
- The Chairman then thanked all the participants and declared the 17th Annual General Meeting as closed.

For Bank of Baroda

Vinay A. Shah
DGM & Company Secretary

Place: Mumbai
Date: 27th June 2013

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Name of the Company:	Bank of Baroda	
Date of the AGM:	26th June 2013	
Total number of shareholders on record date:	1,81,779 (as on 14.06.2013)	
No. of shareholders present in the meeting either in person or through proxy:	Promoters and Promoter Group:	1
	Public:	447
No. of Shareholders attended the meeting through Video Conferencing	Promoters and Promoter Group:	NIL
	Public:	NIL
(Agenda-wise) Details of the Agenda:	Approval of Ordinary Resolutions for following business: 1. To discuss, approve and adopt the Balance Sheet of the Bank as at 31 st March 2013, Profit and Loss Account for the year ended 31 st March, 2013, 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. 2. To declare dividend for the year 2012-13.	
Resolution required: (Ordinary/Special)	Ordinary	
Mode of voting: (Show of hands/Poll/ Postal ballot/E-voting)	Show of hands (passed unanimously)	

In case of Poll/Postal ballot/E-voting:	NOT APPLICABLE
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Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	NOT APPLICABLE						
Public – Institutional holders							
Public-Others							
Total							