



## Bank of Baroda (Uganda) Limited

Head Office: 18, Kampala Road, P. O. Box 7197, Kampala (Uganda)

# 54<sup>th</sup> Annual General Meeting (AGM)

**NOTICE IS HEREBY GIVEN** that the 54<sup>th</sup> Annual General Meeting (AGM) of Bank of Baroda (Uganda) Limited ("the Company") for the year ended December 31<sup>st</sup>, 2023 will be held at **02:00 P. M on Thursday 06<sup>th</sup> June 2024** through Hybrid mode, comprising of a physical meeting at Munyonyo Commonwealth Resort, Kampala, and online through an electronic platform to transact the following business:-

### AGENDA:

#### ORDINARY RESOLUTION

##### 1. CONFIRMATION OF THE MINUTES OF THE 53<sup>RD</sup> ANNUAL GENERAL MEETING.

To consider and if deemed fit, confirm the minutes of the 53<sup>rd</sup> Annual General Meeting of the Company held on Tuesday, 04<sup>th</sup> day of July 2023 through Hybrid mode, comprising of both a physical meeting at Serena Hotel, Kampala and online option through an electronic platform.

##### 2. FINANCIAL STATEMENTS.

To consider, and if deemed fit, receive the separate and consolidated financial statement for the year ended December 31, 2023, report of the Board of Directors on the state of affairs of the Bank, together with the Auditors' report thereon.

##### 3. DIVIDEND.

To consider and if deemed fit to approve the dividend payout proposed by the Board of Directors at the rate of Uganda Shillings 2.0 per share for the Financial Year 2023.

##### 4. DIRECTORS.

To consider, and if deemed fit, ratify the appointment of Directors in accordance with the provisions of the Company's Articles of Association;

- To ratify the appointment of Mr. Lalit Tyagi as a Non- Executive Director on the Board of the Bank effective 05<sup>th</sup> day of February 2024 in the place of Mr. Sanjay Vinayak Mudaliar upon his resignation from the Board of the Bank.
- To ratify the appointment of Mr. Nishant Ranjan as a Non- Executive Director of the Bank effective the 26<sup>th</sup> day of March 2024 in the place of Mr. Debadatta Chand upon his resignation from the Board of the Bank.

##### 5. AUDITORS.

To consider and if deemed fit, approve the re-appointment of M/s. Ernest and Young (EY), Certified Public Accountants as the Statutory Auditors of the Company for the period ending December 31, 2024 and their remuneration as approved by the Board Audit Committee and the Board of Directors respectively.

##### 6. ANY OTHER BUSINESS.

To transact any other business that may be legally transacted in the meeting.

#### BY ORDER OF THE BOARD.

**Ms. Anne Tumwesigye Mbonye**

**Company Secretary**

**Dated: 29.04.2024**

#### NOTES:

Shareholders are urged to note the following important information regarding the Annual General Meeting (AGM):

#### Hybrid Meeting

- As authorized by the Company's Articles of Association, the Company will be holding the Annual General Meeting Hybrid comprising of a physical meeting, and online through an electronic platform.
- Shareholders have option to participate in the AGM either physically or electronically. Physical attendance will be on first come, first-in basis.
- Registration shall only be done electronically for both physical and electronic attendance. To participate in the registration process of the AGM, shareholders should register by following the steps below;
  - Shareholders with email addresses will receive details on how to register and log into the online meeting or;
  - For those who wish to use the USSD, dial \*272\*101# (Uganda mobile networks) and follow the prompts;
  - Send an email request to be registered to [registry@use.or.ug](mailto:registry@use.or.ug) or

- Shareholders willing to attend the physical AGM should bring their National ID or Passport to facilitate verification during the Annual General Meeting.
- Shareholders without emails in the shareholder register will be contacted via SMS on their registered mobile phone numbers and will be requested to avail their email addresses to the Company's share registrar, SCD Registrars at [registry@use.or.ug](mailto:registry@use.or.ug)
  - The Company's audited financial statements, annual report, AGM notice, Minutes of the 53<sup>rd</sup> Annual General Meeting of the Bank and proxy form are uploaded on the Company's website [www.bankofbaroda.ug](http://www.bankofbaroda.ug)
  - To participate in the virtual AGM, shareholders are advised that;
    - Registration commences on 13.05.2024 and will close on 05.06.2024
    - For support during the registration process, please call +256312370817/18 or email [registry@use.or.ug](mailto:registry@use.or.ug)
  - The AGM will be streamed live via a link that will be provided to all shareholders who will have successfully registered to participate in the AGM. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers 24 hours prior to the AGM, a reminder of the AGM and a link to the live stream. A second SMS/USSD prompt shall be sent one hour ahead of the AGM. In registering to attend the AGM, a shareholder consents to receive all messages pertaining to the AGM.
  - Duly registered shareholders and proxies may vote (when prompted) using the live stream link or using the USSD prompts. Voting shall be done electronically using the **Resolutions** tab on the live stream link or via USSD.

#### Shareholders' rights

- Bank of Baroda (Uganda) Limited shareholders may attend, speak, and vote at the AGM or appoint proxies (who need not be shareholders of the Company) to attend, speak and vote on behalf of such shareholders. Duly completed proxy forms should be returned to the Company Secretary at Bank of Baroda (Uganda) Limited, Head Office Plot 18, Kampala Road or sent via email to [registry@use.or.ug](mailto:registry@use.or.ug) not later than 5.00 pm on 05.06.2024. In default of this, the proxy appointment shall be treated as invalid.
- Shareholders and their proxies have the option of asking questions and voting on each of the resolutions in advance of the meeting. Questions and votes on the AGM resolutions can be submitted to [registry@use.or.ug](mailto:registry@use.or.ug) before close of business on 05.06.2024

#### Dividend Information

- The payment of Dividend is still subject to approval from Bank of Uganda as per directions issued vide Circular no. EDS.306.2 dated 06.06.2022 by Bank of Uganda. The Bank shall apply to Bank of Uganda for authorisation of dividend payment.
- Shareholders who have not received past dividends should send an email to [registry@use.or.ug](mailto:registry@use.or.ug) or call +256-312370815/17.

#### Securities Central Depository (SCD) Accounts

- USE requires all listed companies to immobilize all shares that they hold in certificate form. Shareholders are advised to open an account with Securities Central Depository (SCD) with the assistance of any of the SCD Agents listed on the Uganda Securities Exchange website [www.use.or.ug](http://www.use.or.ug) to help them continue to trade in shares.

#### Contact Details

14. Company's Registered Office  
**Bank of Baroda (Uganda) Limited**  
 Head Office  
 Plot 18 Kampala Road  
 P.O. Box 7197  
 Kampala, Uganda.  
 Tel: +256-414-232783

15. Share Registrar's Office  
**SCD Registrars**  
 UAP Nakawa Business Park  
 Plot 3-5, New Portbell Road  
 Block A, 4th Floor,  
 P.O. Box 23552  
 Kampala, Uganda  
 Tel: +256-312-370-815/7/8

HEAD OFFICE: Plot No 18, Kampala Rd., P.O. Box 7197 Kampala (Uganda), Tel: +256-414-233680/1. (Gen) +256-414-232783 (Dir), Website: [www.bankofbaroda.ug](http://www.bankofbaroda.ug)  
 OUR BRANCHES: Kamapala Main, Railway Station, Jinja, Mbale, Mbarara, Iganga, Kansanga, Kawempe, Lira, Mukono, Ovino Market, Kabale, Entebbe, Industrial Area, Kololo, Lugazi, Arua

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Regulated by Bank of Uganda

Customer deposits are protected by Deposit Protection Fund of Uganda