



MINUTES OF THE HYBRID 54th ANNUAL GENERAL MEETING OF BANK OF BARODA (UGANDA) LIMITED HELD ON 6TH JUNE 2024 AT 02.30PM AT SPEKE COMMONWEALTH RESORT HOTEL-MUNYONYO.

Annual General Meeting Date	06.06.2024
Meeting Start Time	03.00 PM
Meeting End Time	06.30 PM

PRESENT:

Mrs. Vastina Rukimirana Nsanze	Chairperson (Independent Non- Executive Director)
Dr. Fred Kakongoro Muhumuza	Independent Non-Executive Director
Mr. SempijjaThadeus	Independent Non-Executive Director
Mr. Odoch Charles Langoya	Independent Non-Executive Director
Mr. Lalit Tyagi	Non-Executive Director
Mr. Nishant Ranjan	Non-Executive Director (attended online)
Mr. Shashi Dhar	Managing Director
Mr. Prithvi Singh Bhati	Executive Director
Ms. Anne Mbonye Tumwesigye	Company Secretary
Shareholders including proxies	Attended in person and online through electronic platform

Quorum: Present

1. The Chairperson Mrs. Vastina Rukimirana Nsanze welcomed the esteemed shareholders, stakeholders, Directors, management, and staff of the bank, to the Annual General Meeting that was being held both physically and online as permitted by Article 49 of the Bank's Articles of Association.
2. After confirming through the Company Secretary that there was a quorum present, the Chairperson opened the meeting by reading her statement.
3. The Chairperson then requested the Global Executive Director, Mr. Lalit Tyagi, to read the statement on behalf of Mr. Debadatta Chand, the Global Managing Director and Chief Executive Officer.
4. The Chairperson then requested the Managing Director, Mr. Shashi Dhar, to read his statement.
5. At the Chairperson's request, Mr. Julius Rwajekare, a Partner of M/s Ernst & Young briefed the Shareholders on the Auditor's report and the bank's consolidated financial statements for the year ended 31 December 2023.
6. Dr. Muhumuza then requested Ms. Anne Tumwesigye Mbonye, the Company Secretary, to take up the business for the day. Ms. Mbonye started by taking the shareholders who were attending online through the process of proposing, seconding, and voting online. Ms. Mbonye then presented the following Agenda items for approval by the shareholders:

AGENDA ITEM No. 2024/AGM/01:

To consider and if deemed fit, confirm the minutes of the 53rd Annual General Meeting of the Bank held on Tuesday 04th of July 2023 through Hybrid mode, comprising of both a physical meeting at Serena Hotel Kampala and online option through electronic platform.
Agenda item 01 was Proposed by: **Mr. Daniel Bakayana, SCD No. 69914**, and seconded by **Mr. Paul Kihika, SCD No. 64262**.

AGENDA ITEM No. 2024/AGM/02

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 the affairs of the Bank, together with the Auditors' report thereon.

Agenda item 02 was proposed by **Mr. Wokwesiga Pius**, SCD No. 239677, and seconded by **Ms. Rhona Faith Mbazalidde**, SCD No. 140376.

AGENDA ITEM No. 2024/AGM/03

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.

Agenda item 03 was proposed by **Mr. Andrew Muhimbise**, SCD No. 32883, and seconded by **Mr. Shafik Lutaaya** SCD No. 231247.

AGENDA ITEM No. 2024/AGM/04

- a) To consider and if deemed fit ratify the appointment of Mr. Lalit Tyagi as a Non- Executive Director on the Board of the Bank effective 05th day of February 2024.
- b) To consider and if deemed fit, ratify the appointment of Mr. Nishant Ranjan as a Non- Executive Director of the Bank effective the 27th day of March 2024.

Agenda item 04(a) was proposed by **Mr. Robert Mulindwa**, SCD No. 208477, and seconded by **Ms. Rhona Faith Mbazalidde**, SCD No. 140376.

Agenda 04(b) was proposed by **Madam Rosemary Tamusange** SCD No. 6343, and seconded by **Mr. Iga Charles Hilton**, SCD No. 2338.

AGENDA ITEM No. 2024/AGM/05

To consider and if deemed fit, approve the appointment of Ernst & Young (EY) as the Statutory Auditors of the Company for the period ending December 31, 2023, and their remuneration as approved by the Board Audit Committee and Board of Directors respectively.

Agenda item 05 was proposed by **Mr. Dheyongera Jim**, SCD No. 236709, and seconded by **Emmanuel Bbaale** SCD No. 235294.

After all the agenda items had been read, proposed, and seconded, the Company Secretary invited the shareholders to vote on all the agenda items online.

After the voting had closed the Chairperson declared the results to all the shareholders as detailed below:

Agenda	Details of the agenda	No. of votes in favour	No. of votes against	Abstain	% votes in favour
Ordinary Resolution No. 01	To consider and if deemed fit, confirm the minutes of the 53 rd Annual General Meeting of the Company held on Tuesday 04 th of July 2023 through Hybrid mode, comprising of both a physical meeting at Serena Hotel Kampala and online option	55	-	4	93.2

	through electronic platform.				
Ordinary Resolution No. 02	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 the affairs of the Bank, together with the Auditors' report thereon.	53	-	3	94.6
Ordinary Resolution No.3	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.	53	2	1	94.6
Ordinary Resolution No.4	To consider and if deemed fit, ratify the appointment of Directors by the provisions of the Company's Articles of Association.				
	a) To ratify the appointment of Mr. Lalit Tyagi as a Non-Executive Director on the Board of the Bank effective 05 th day of February 2024.	42	1	8	82.3
	b) To ratify the appointment of Mr. Nishant Ranjan as a Non-Executive	41	1	8	82

	Director of the Bank effective the 27 th day of March 2024.				
Ordinary Resolution No. 5	To consider and if deemed fit, approve the appointment of Ernst & Young (EY) as the Statutory Auditors of the Company for the period ending December 31, 2023, and their remuneration as approved by the Board Audit Committee and Board of Directors respectively.	48	1	2	94

7. After the declaration of the voting results, the Chairperson informed the Shareholders that all the ordinary resolutions had been passed and the resolutions adopted. The Chairperson thanked the shareholders for their participation in the voting process.
8. There being no other agenda items, the meeting was opened for a question- answer session during which the following questions were raised by the shareholders and responded to by the Board of Directors:

Question No.1 – Why is Bank of Baroda no longer a primary dealer in the Bond market?

The question was asked by **Mr. Andrew Muhimbise**.

The chairperson requested **Mr. Shashi Dhar, Managing Director** to respond to the question.

Answer: Being a primary dealer allows you to trade big volumes but it no longer comes with benefits. While the Bank was diligently managing the turnover, the markets were unfavourable as the interests continued increasing.

To protect the interests of the shareholders, it was prudent for the Bank to treat bond investments cautiously and as such, the volumes traded (turnover) reduced, thereby forcing the Bank to surrender their primary dealer's licence.

However, the Bank has not completely exited the Bond market and continues to trade in the same, though not as primary dealers.

Question 2: How is the Bank ensuring that it is compliant with regulators of the sector?

The question was raised by **Ms. Rhona Mbazalidde**.

The Chairperson requested **Mr. Odoch Charles Langoya** to respond to the question.

Answer: The Bank has a robust Compliance Team which synergizes with the Risk Team to ensure that it complies with the regulatory requirements and mitigates any risks of exposure.

The Bank also regularly interacts with regulators for harmony regarding regulatory matters.

Question 3: Has the absence of a substantial Central Bank Governor affected the Bank's business?

The question was asked by **Mr. Emmanuel Bbaale**.

The Chairperson requested **Dr. Fred Muhumuza** to respond to the question.

Answer: The Central Bank has continued to perform its regulatory role. Whenever there is a presence of the office required, the Deputy Governor has ably stepped in, leaving no vacuum.

Regarding the macro-economic issues, the office of the Governor is ably supported by a committee of specialists for this purpose.

Question 3: Is there any regulatory change expected from the integration of the BRICS and Africa into the international financial system?

The question was asked by **Mr. Daniel Bakayana**.

The Chairperson requested **Dr. Fred Muhumuza** to respond to the question.

Answer: There is a conversation on whether there will be significant changes as a result of this integration. On the face of it, there are no significant changes expected. The Bank of Uganda is keen and follows up the developments regarding the integration on a global level. Different committees have been created to study these developments, and make regulations that are contextualized into the regulatory framework of the individual countries.

Question 4: How prepared is the Bank to address the threats of Anti-Money Laundering and Terrorism Financing?

The question was raised by **Madam Rosemary Tamusange**.

The Chairperson requested **Mr. Sempijja Thadeus** to respond to the question.

Answer: The efforts to handle the two aspects of money laundering and terrorism financing are continuous to match with the developments in the area and the regulatory requirements. The Board of the Bank approved a policy which puts in place procedures to combat money laundering and terrorism financing.

Some of the procedures in place include the Know your Customer (KYC) policy which requires the Bank to do due diligence to obtain as much information about customers and their dealings. Other activities conducted include; compliance reviews, review of suspicious accounts (and transactions) and the appointment of an AML officer to follow up and implement these programs.

Question 5: What is the Bank's digital transformation strategy for 3 years?

The question was raised by **Mr. Mr. Shafik Lutaaya**.

The Chairperson requested **Mr. Prithvi Singh Bhati** to respond to the question.

Answer: The Bank is exploring options to see how technology can be incorporated in its products. The Bank has initiated the digital transformation and integration processes in on-boarding new customers to the Bank for risk profile. Currently, the Bank is working on consolidating this position through additions such as new features on the internet and mobile banking platform. New innovations such as school pay are also being developed.

Question 6: What is the composition and induction of new members to the Board Committees?

The question was raised by **Mr. Robert Mulindwa**.

The Chairperson requested **Mr. Prithvi Singh Bhati** to respond to the question.

Answer: Induction and resignation of Directors is an ongoing process. Upon approval by the regulators, new Directors are on boarded and the process is ongoing. Composition of the respective committees will be updated in line with the developments as they arise.

Question 7: Why did the Bank choose Munyonyo as the venue for the AGM? Munyonyo is out of town and far to access for some of the shareholders.

The question was asked by **Mr. Wokwesiga Pius**.

The Chairperson requested **Dr. Fred Muhumuza** to respond to the question.

Answer: The choice of the venue was inspired by the ongoing State of the Nation Address by the President that was happening at the Kololo Airstrip. Such state activities disrupt traffic and would have made it complicated for the participants to make their way to this AGM had the venue been within the Central Business District. The choice was thus inspired by the need to get a convenient place that is far from the traffic disruption.

Question 8: I have a granddaughter who is a teacher by profession, but has not been able to find a job in the mainstream market. She specialized in Luganda and IT. What assistance can the bank give me as a shareholder?

The question was raised by **Madam Rosemary Tamusange**.

The Chairperson requested **Mr. Shashi Dhar, Managing Director** to respond to the question.

Answer: The Bank recruits employees or staff whenever the need arises and these opportunities are advertised in the newspapers. In the event that there is an opening and one meets the requirements, they will be recruited and engaged as employees.

Question 9: Some of us want to increase our shareholding but we are not employed. Can you employ us so that we can be able to increase our shareholding?

The question was asked by **Ms. Caroline Ninsiima and Katimbo Virginia**.

The Chairperson requested **Mr. Shashi Dhar, Managing Director** to respond to the question.

Answer: The Bank recruits employees or staff whenever the need arises and these opportunities are advertised in the newspapers. In the event that there is an opening and one meets the requirements, they will be recruited and engaged as employees.

Question 10: Why did profits reduce compared to the previous Financial Year?

The question was asked by **Mr. Yakobo M Kabutunda**.

The Chairperson requested **Mr. Shashi Dhar, Managing Director** to respond to the question.

Answer: This was precisely due to an increase in inflation and the cost of funds/interest expenses.

Question 11: What is the dividend policy of the Bank?

The question was asked by **Mr. Talame Cyrus**.

The Chairperson requested **Mr. Shashi Dhar, Managing Director** to respond to the question.

Answer: The dividends is dependent on factors such as profit earned by the Bank during the FY, capital structure, the liquidity position and business conditions under which the bank operates.

Question 12: About 30% of our loan book is invested in agriculture, how do we protect that part of the loan book considering the risks involved in agriculture?

The question was asked by **Mr. Talame Cyrus**.

The Chairperson requested **Mr. Shashi Dhar, Managing Director** to respond to the question.

Answer: This product focuses on the existence of viable cash flows and linkages for each application from a borrower. The Bank also has in place mitigation strategies for exposure to risks in the agricultural sector. We ensure that risks will not be augmented and that the capital invested remains safe.

9. The Chairperson assured the shareholders that any questions that were not responded to during the Q&A session would be responded to via the available electronic channels.
10. To conclude the meeting, the Executive Director gave a vote of thanks to the Board and the Shareholders.

There being no other business, Mrs. Vastina Nsanze thanked the directors, shareholders, stakeholders, management, and staff of Bank of Baroda (Uganda) Limited for attending the Bank's 54th AGM.

The meeting was adjourned at 06.30pm.


Mrs Vastina Rukimirana Nsanze
Board Chairperson
Bank of Baroda (Uganda) Limited

Date: 6th June 2024