

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the shareholders of Bank of Baroda (Kenya) Limited will be held on Friday, 23rd September 2016 at 1.00 p.m at Walnut 3, Panari Hotel, Mombasa Road, Nairobi, to transact the following business:-

1. To approve the minutes of the last meeting held on 27th June 2015.
2. To receive, consider and if thought fit adopt the Balance Sheet and Profit and Loss Account for the year ended 31st December 2015 together with the Directors' and Auditors' Report thereon.
3. To approve the recommendation of the Board to declare a dividend of Kshs. 4/= per share, payable subject to withholding tax, on the issued and paid up ordinary shares as at 31st December 2015.
4. To elect directors:-
 - a. In accordance with Articles No.104 of the Company's Articles of Association the following directors retire by rotation and have offered themselves for re-election.
 - i. Mr. Yatish C Tewari.
 - ii. Mr. Philip Burh.
 - iii. Mr. Patrick Kariuki Njoroge
 - b. To note that the following board members have resigned / retired since the last AGM.
 - i. Mr. Ranjan Dhawan
 - ii. Mr. Rajiv S Abhyankar
 - c. To ratify the appointment of the following as directors of the Company.
 - i. Mr. B B Joshi
 - ii. Dr. Winifred N Karugu
5. To re - appoint Auditors, Grant Thornton, Certified Public Accountant in accordance with Section 719(2) of the Companies Act, 2015 and authorize the Directors to fix their remuneration.

By order of the Board

**Africa Registrars
Company Secretary
30th August 2016**

NOTE:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxy form (form enclosed), duly completed must be lodged with the Company Secretary, Bank of Baroda (Kenya) Limited, P.O. Box 1243, 00100, Nairobi not later than 48 hours before the time of holding the meeting.
2. Members are requested to give their question in advance to the Company Secretary by 10th September 2016 so as to address them properly.
3. The meeting will be followed by lunch at the same venue.