



बैंक ऑफ़ बड़ौदा **Bank of Baroda**

BCC:ISD:107/10/EGM1/499

Date: 28<sup>th</sup> September 2015

The Vice President B S E Ltd., Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 BSE Code-532134 (Email-corp.relations@bseindia.com)	The Vice President, National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai – 400 051 NSE Code-BANKBARODA (Email-cmlist@nse.co.in)
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Dear Sir / Madam,

**Re: Bank of Baroda- Extra-ordinary General Meeting (EGM) of the Bank held on 28<sup>th</sup> September 2015 to approve Issue of Equity Shares to Government of India on preferential basis – Proceedings & Information under Clause 35-A**

We refer to our announcement vide letter no. BCC:ISD:107/10/429 dated 22<sup>nd</sup> August 2015 in the captioned matter advising about the convening of EGM of the Shareholders of Bank of Baroda to approve the Issue of Equity Shares to Government of India on preferential basis aggregating up to Rs. 1786/- Crores pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009.

In continuation of aforesaid, we hereby advise that EGM was held today i.e Monday, 28<sup>th</sup> September 2015 at 10.30 a.m. at Vadodara and the Special Resolutions for the purpose as aforesaid was passed with requisite majority for the only Agenda item at the meeting.

In this regard, we submit herewith the Proceedings of the EGM with Scrutinizers Consolidated Results of E-voting & Voting at the Meeting pursuant to Clause 31(d) of the Listing Agreement along with Voting Result as per Annexure pursuant to Clause 35-A of the Listing Agreement with Stock Exchanges.

Kindly take a note of the above and upload the information on your website.

Yours faithfully,

M. L. Jain  
DGM - Company Secretary  
& Compliance

Encl.- As above

बड़ौदा कार्पोरेट सेंटर, सी-26, जी-ब्लॉक, बान्द्रा कुर्ला कॉम्प्लेक्स, बान्द्रा (पू.), मुंबई - 400 051. भारत

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**Proceedings of Extraordinary General Meeting (EGM) of Bank of Baroda held on Monday, 28<sup>th</sup> September 2015 at 10.30 a.m. at Vadodara.**

1. In accordance with the Notice Dated 25<sup>th</sup> August 2015, an Extraordinary General Meeting of the Shareholders of Bank of Baroda was held on Monday, 28<sup>th</sup> September 2015 at 10.30 a.m. at Sir Sayaji Rao Nagargriha, Vadodara Mahanagar Seva Sadan, T. P. – 1, F. P. 549/1, Near GEB Colony, Old Padra Road, Vadodara – 390 020.
2. Shri Ranjan Dhawan, Executive Director of the Bank, chaired the meeting pursuant to Regulation 59 (i) of the Bank of Baroda General (Shares and Meetings) Regulations, 1998 (Regulations). Necessary quorum pursuant to Regulation 58 (i) of the Regulations being present, the Chairman called the meeting to order.
3. The Chairman of the Meeting (the Chairman) informed that Notice dated 25<sup>th</sup> August 2015 convening the EGM was e-mailed to all such Shareholders who have registered their e-mail Ids and by Registered Post to all others. The Notice was also hosted on Bank's website and the same was duly notified in the newspapers. With the permission of the Shareholders present, it was taken as read.
4. Giving brief background about the prevailing economic and banking scenario in the country, Bank's broad performance including the CRAR and Government of India's decision to infuse capital funds to the tune of Rs.1786/- cr., the Chairman then took up the only Agenda item pertaining to seeking Shareholders' approval, by Special Resolution, for creating, offering, issuing and allotment up to 9,26,63,692 equity shares of face value of Rs.2/- each (Rupees Two Only) at issue price of Rs.192.74 per equity share (Premium of Rs.190.74 per share), aggregating up to Rs.1786/- crore to Government of India (President of India) on preferential basis.
5. He also informed that the Bank has obtained a certificate from M/s Khandelwal Jain & Co., one of the Statutory Central Auditors of the Bank certifying that the Bank has complied with the requirements of SEBI (Issue of Capital and Disclosure Requirement) Regulations 2009, as amended and also the correctness of the Issue Price of Rs. 192.74 per equity share calculated in terms of the said Regulations, the relevant date being 28<sup>th</sup> August 2015 and the same was placed before the Shareholders at the meeting and was made available for inspection.
6. In terms of Regulation No. 73 (1) (c) of SEBI (ICDR) Regulations, 2009, as amended, the Chairman informed the Shareholders that after the issue of 9,26,63,692 equity shares of the Bank to the Government of India on preferential basis, the Pre and Post Issue shareholding of Government of India (Promoter) and other Shareholders (Non-Promoter) will be as under:

Name of the Shareholder	Pre-Issue		Post- Issue	
	Shares	Percentage	Shares	Percentage
Government of India (Promoter)	127,22,76,886	57.53	136,49,40,578	59.24 (Rise 1.71%)
Others (Non-promoter)	93,92,19,020	42.47	93,92,19,020	40.76

7. The Chairman further informed that the Draft Resolution as mentioned in EGM Notice was to be suitably amended.
8. The Chairman then moved the Special Resolution duly incorporating the number of shares to be issued, Issue Price etc., which was proposed and seconded by the Shareholders.

*[Handwritten signature]*

*[Handwritten initials]*







9. The Chairman informed that in terms of Clause 35B of the Listing Agreement with Stock Exchanges read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Bank has appointed Karvy Computershare Private Limited to provide remote e-voting facility to the Shareholders and Shri S.N. Ananthasubramanian & Co., Company Secretaries, was appointed as Scrutinizer. The remote e-voting was held from 9.00 a.m. on Thursday, 24<sup>th</sup> September 2015 to 5.00 p.m. on Sunday, 27<sup>th</sup> September 2015. He also informed that for those who have not participated in remote e-voting, the Bank will conduct voting on the Agenda Item after the discussion.
10. The Chairman then invited the Shareholders present to make observations, if any on the Agenda Item.
11. The query raised by one Shareholder about the need of accepting Government Fund, Bank's NPA position and suggestion to explore the possibility for Right Issue, was suitably responded by the Chairman.
12. He ordered Voting on the Special Resolution which was conducted under the supervision of Scrutinizers.
13. The Chairman informed that after the cast of last vote by the Shareholders present and sealing/taking possession of Ballot Box by the Scrutinizers, **the Extraordinary General Meeting stand closed.**
14. The Chairman then informed that the Results of the Poll aggregated with Results of e-voting will be placed within TWO working days, on the website of the Bank, Karvy Computershare (P) Ltd, the "Agency" appointed by the Bank for remote e-voting, BSE Limited and National Stock Exchange of India Limited and thanked to Shareholders for their presence and support at the meeting.
15. Based on the Results of the Scrutinizers, the Special Resolution was passed with requisite majority. (Copy of the Report of the Scrutinizers duly signed is attached)
16. Consolidated Results of E-voting and Voting at the Meeting : 98.82 % in Favour and 1.18% Against (Details attached in prescribed format under Clause 35A of LA).

For, BANK OF BARODA

M. L. Jain  
DGM -Company Secretary  
& Compliance



Place : Vadodara  
Date : 28<sup>th</sup> September 2015





EXTRA-ORDINARY GENERAL MEETING HELD ON 28<sup>TH</sup> SEPTEMBER 2015  
Details required as per Clause 35A of the Listing Agreement – Voting Results

Name of the Company:		BANK OF BARODA					
Date of the EGM:		28 <sup>th</sup> September 2015					
Total number of shareholders on 21 <sup>st</sup> September 2015:		256231					
No. of shareholders present in the meeting either in person or authorized representative or through proxy:		Promoters and Promoter Group:		01			
		Public:		152			
No. of Shareholders attended the meeting through Video Conferencing		Promoters and Promoter Group:		NIL			
		Public:		NIL			
(Agenda-wise) Details of the Agenda:		To create, offer, issue and allot up to 9,26,63,692 equity shares of Rs.2/- each fully paid up, for cash at an issue price of Rs.192.74 per share (premium of Rs.190.74 per share) aggregating up to Rs.1786/- Crore on Preferential Basis to Government of India (President of India) by passing Special Resolutions and also enabling Resolutions as mentioned in the EGM Notice Dated 25th August, 2015					
Resolution required: (Ordinary/Special)		Special					
Mode of voting: (Show of hands/Poll/ Postal ballot/E-voting)		POLL and E-voting (passed unanimously / with requisite majority)					
In case of Poll/Postal ballot/E-voting:		Results Annexed.					
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstan ding 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	1272276886	1272276886	100	1272276886	0	100	0
Public Institutional holders	765158484	621921517*	81.28	562217353*	22041134	96.46	3.54
Public-Others	174060536	11469738	6.59	11469257	481	99.99	0.01
<b>Total</b>	<b>2211495906</b>	<b>1905668141*</b>	<b>86.17</b>	<b>1845963496*</b>	<b>22041615</b>	<b>98.84</b>	<b>1.16</b>

\*This includes total holding of LIC (258812620 shares), which is in favour of the Resolution, but the same is considered restricted upto 10% of total voting rights of all the Shareholders of the Bank (221149590 shares) in the column no.-4, pursuant to Section 3 (2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970.



FOR BANK OF BARODA  
M. L. Jain  
(DGM - Company Secretary & Compliance)

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Place : Vadodara  
Date : 28<sup>th</sup> September 2015

**S. N. ANANTHASUBRAMANIAN & CO.  
COMPANY SECRETARIES**

10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email [сна@snaco.net](mailto:сна@snaco.net): website [www.snaco.net](http://www.snaco.net)

**Consolidated Results**

Item No. 1: To create, offer, issue and allot up to 9,26,63,692 equity shares of Rs.2/- each fully paid up, for cash at an issue price of Rs.192.74 per share (premium of Rs.190.74 per share) aggregating up to Rs.1786/- Crore on Preferential Basis to Government of India (President of India)

Particulars	Remote e-Votes		Number of Votes contained in Voting at the EGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	492	57,07,61,861	47	1,27,52,01,635	539	1,84,59,63,496	98.82
Dissent	28	2,20,41,615	0	0	28	2,20,41,615	1.18
Total	520	59,28,03,476	47	1,27,52,01,635	567	1,86,80,05,111	100.00

Based on the aforesaid results, we report that Special Resolution as contained in the Notice dated 25<sup>th</sup> August, 2015, has been passed with requisite majority.



S N Ananthasubramanian  
C.P. No. 1774

Date: 28-09-2015  
Place: Vadodara



Maganbhai M. Patel  
Shareholder Scrutinizer