



**Proceedings of Extraordinary General Meeting (EGM) of Bank of Baroda held on Thursday, 26<sup>th</sup> March 2015 at Vadodara.**

1. In accordance with the Notice Dated 13<sup>th</sup> February 2015, an Extraordinary General Meeting of the Shareholders of Bank of Baroda was held on Thursday, 26<sup>th</sup> March, 2015 at 10.00 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, Managing Director & CEO 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 informed that Notice convening the EGM was mailed to all the eligible shareholders by Registered Post and duly notified in the newspapers as provided in the Regulation. With the permission of the shareholders it was taken as read.
4. The Chairman then took up the only agenda item pertaining to seeking shareholders' approval, by Special Resolution, for creating, offering, issuing and allotment upto 6,44,20,471 equity shares of face value of Rs.2/- each (Rupees Two Only) at issue price of Rs.195.59 per equity share (Premium of Rs.193.59 per share), aggregating up to Rs.1260/- 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 Auditors of the Bank certifying that the Bank has complied with the requirements of SEBI (Issue of Capital and Disclosure Requirement) Regulations 2009 and also the correctness of the Issue Price of Rs. 195.59 per equity share calculated in terms of the said Regulations and the same was placed before the Shareholders at the meeting and was made available for inspection.
6. The Chairman informed the shareholders that after the present issue of 6,44,20,471 equity shares, the shareholding of the Government of India will increase from 56.26% i.e.120,78,56,415 equity shares of Rs.2/- each, to 57.53% i.e. 127,22,76,886 equity shares of Rs.2/- each of the total Share Capital of the Bank.
7. The Chairman moved the Special Resolution duly incorporating the number of shares to be issued, Issue Price etc., which was proposed and seconded by the Shareholders.
8. The Chairman invited the shareholders to make observations, if any on the agenda item.
9. None of the Shareholders made any observation.
10. He then ordered Poll on the Special Resolution which was conducted under the supervision of Scrutinizers.
11. The Chairman then informed that the Results of the Poll aggregated with Results of e-voting will be placed on the website of the Bank and also on the website of M/s. Karvy Computershare (P) Ltd, the "Agency" appointed by the Bank for e-voting and thanked to Shareholders for their presence and support at the meeting.
12. He then announced the closure of the meeting.





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13. Based on the Results of the Scrutinizers, the Special Resolution was passed with requisite majority.
14. Results of the Poll : 98.95% in Favour and 1.05% 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 : 26<sup>th</sup> March 2015





EXTRA-ORDINARY GENERAL MEETING HELD ON 26<sup>th</sup> March 2015  
Details required as per Clause 35A of the Listing Agreement – Voting Results

Name of the Company:				BANK OF BARODA			
Date of the EGM:				26 <sup>th</sup> March 2015			
Total number of shareholders on 6 <sup>th</sup> February 2015:				224784			
No. of shareholders present in the meeting either in person or authorized representative or through proxy:				Promoters and Promoter Group:		01	
				Public:		92	
No. of Shareholders attended the meeting through Video Conferencing				Promoters and Promoter Group:		NIL	
				Public:		NIL	
(Agenda-wise) Details of the Agenda:				Approval of Special Resolution for creating, offering, issuing & allotting up to 6,44,20,471 equity shares of Rs.2/- each fully paid up, at an issue price of Rs.195.59 per share (premium of Rs.193.59 per share) aggregating up to Rs.1260/ crore to Government of India (President of India) on Preferential Basis.			
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 outstandi ng 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	1207856415	1207856415	100	1207856415	0	100	0
Public Institutional holders	753899578	527175909	69.93	508787119	18388790	96.51	3.49
Public-Others	185319442	10609963	5.73	10609267	696	99.99	0.01
Total	2147075435	1745642287	81.30	1727252801	18389486	98.95	1.05

FOR BANK OF BARODA

M. L. Jain  
(DGM - Company Secretary  
& Compliance)



Place : Vadodara  
Date : 26<sup>th</sup> March 2015