



बैंक ऑफ बड़ौदा Bank of Baroda

BCC:ISD:110:10:130

13.03.2018

The Vice President B S E Ltd., Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 BSE Code-532134	The Vice President National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai- 400 051 NSE Code- BANKBARODA
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Dear Sir / Madam,

**Re: Extraordinary General Meeting of our Bank - Submission of Proceedings & Voting Results under SEBI (LODR) Regulations, 2015**

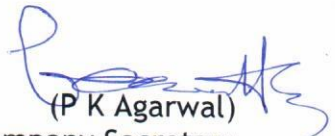
We advise that the Extraordinary General Meeting of Bank of Baroda was held at Vadodara on 13<sup>th</sup> March 2018 for approval of issue of equity shares to Government of India on preferential basis, as notified to the Stock Exchanges earlier.

In this regard, we are now pleased to enclose the Proceedings of the Meeting pursuant to Clause A(13) of Part A of Schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Voting Results as submitted by Scrutinizers.

We request you to take a note of the above pursuant to respective SEBI (LODR) Regulations and upload the same on your website.



Yours faithfully,

  
(P K Agarwal)  
Company Secretary

Encl. - As above



## Proceedings Extraordinary General Meeting

- In accordance with the Notice dated 09<sup>th</sup> February 2018, the Extraordinary General Meeting of the Shareholders of Bank of Baroda was held on **Tuesday, 13<sup>th</sup> March 2018** at 10.00 A.M. at Sir Sayajirao Nagargriha, Vadodara Mahanagar Seva Sadan, T.P. - 1, F.P. 549/1, Near GEB Colony, Old Padra Road, Akota, Vadodara - 390020.
- Shri Ravi Venkatesan - Chairman of the Bank chaired the meeting pursuant to Regulation 59 of Bank of Baroda General (Shares and Meetings) Regulations, 1998.
- The Chairman of the meeting (the Chairman) after ascertaining the quorum, called the Meeting to Order.
- The Chairman welcomed the Shareholders and introduced the Directors present.
- The Chairman informed that the Notice dated 09<sup>th</sup> February 2018 convening Extraordinary General Meeting was dispatched to all the Shareholders of the Bank through Registered Post / E-Mails. Notices pursuant to Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended was published in "Business Standard" in English and in Hindi and "Sandesh" in Gujarati on 16<sup>th</sup> February 2018. The Notice has also been hosted on the website of the Bank. With the permission of the Shareholders present, the Notice was taken as read.
- The Chairman then took up only agenda item pertaining to seeking shareholders' approval by special resolution for creating, offering, issuing and allotment up to 34,13,56,534 number of equity shares of Rs. 2 each for cash at a premium of Rs. 155.46 as determined in accordance with SEBI ICDR Regulations, aggregating upto Rs.5,375 crore (Rupees Five Thousand Three Hundred Seventy Five Crore only), on preferential basis to Government of India.
- The Chairman informed that the Bank has obtained a certificate from M/s Kalyaniwalla & Mistry LLP, one of the Statutory Auditors of the Bank certifying the correctness of Issue Price of Rs. 157.46 per equity share calculated in terms of SEBI ICDR Regulations, 2009 and also the compliance with the provisions of the said Regulations for the Issue and that the same was placed before the Shareholders at the meeting and was made available for inspection.
- The Chairman informed the shareholders that after the present issue, the shareholding of Government of India will increase from the 58.70% i.e.135,24,90,612 equity shares of Rs.2/- each, to 64.03% i.e. 169,38,47,146 equity shares of Rs.2/- each of the total Share Capital of the Bank.
- The Chairman informed that in terms of Regulation 44 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended (the Rules) the Bank had provided Remote E-Voting Facility to Shareholders from 10<sup>th</sup> March 2018 to 12<sup>th</sup> March 2018.





- The Chairman further informed that the Bank has appointed Karvy Computershare Pvt. Limited as E-voting agency and M/s S N Ananthasubramanian & Co, Company Secretaries, as Scrutinizer to oversee the Remote E-voting process.
- The Chairman also informed that in terms of the extant Rules, voting would also be conducted at the meeting to enable Shareholders who have not voted on the Agenda Item by using Remote E-Voting facility and for the purpose engaged the services of Karvy Computershare Pvt Ltd to provide Tab based E-Voting facility to cast their Votes at the meeting on the Agenda Item.
- The Chairman informed that the Bank has appointed M/s S N Ananthasubramanian & Co., Company Secretaries, as Scrutinizer to oversee the remote e-voting / tab voting process. Shri Maganbhai M Patel, a Shareholder of the Bank is also appointed to act as the second scrutinizer.
- The Chairman invited the shareholders to make observations, if any on the agenda item.
- The MD & CEO replied to the queries / observations raised in the EGM by Shareholders.
- The Chairman then thanked the Shareholders for their active participation and concluded the discussions and said that facility has been provided to exercise Tab based Voting at the meeting and requested the Shareholder present to cast their Votes, if not already voted.
- The Chairman announced that after casting of the Votes by Shareholders, the EGM of the Bank shall stand closed.
- The Chairman thanked all the Shareholders for their presence & support.
- After casting of the Votes by Shareholders present and closing of the Tab Voting process, the Extraordinary General Meeting of the Bank of Baroda was closed.
- Consolidated Voting Results is also uploaded on the website of BSE, NSE, Bank and Karvy.

Place: Vadodara  
Date: 13<sup>th</sup> March 2018

Encl: As Above



For Bank of Baroda

  
(P. K. Agarwal)  
Company Secretary

**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**  
 FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net; website www.snaco.net

**Consolidated Results**

**Item No. 1: To create, offer, issue and allot up to 34,13,56,534 Equity Shares of Rs. 2 each for cash at a premium of Rs. 155.46 aggregating up to Rs. 5,375 crore on preferential basis to Government of India.**

Particulars	Remote e-voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	435	53,16,02,777	61	1,35,25,97,440	496	1,88,42,00,217	98.71
<b>Dissent</b>	18	2,46,13,536	1	500	19	2,46,14,036	1.29
<b>Total</b>	*453#	55,62,16,313	62	1,35,25,97,940	515	1,90,88,14,253	100.00

\* 3 Shareholders have abstained from voting on this Resolution.

# Votes in respect of 1 folio have not been cast in the same manner.

Based on the aforesaid result, we report that, the **Special Resolution** as contained in **Item No.1** of the Notice of the EGM dated **09<sup>th</sup> February, 2018** has been **passed with requisite majority**.

*S. N. Ananthasubramanian*



**S. N. Ananthasubramanian**  
 Partner  
 FCS. No.: 4206  
 C.P. No.: 1774

*Maganbhai M. Patel*

**Maganbhai M. Patel**  
 Shareholder Scrutinizer  
 DP ID & Client ID: 1301870000034306

**13<sup>th</sup> March, 2018**  
**Vadodara**