



बैंक ऑफ बड़ौदा Bank of Baroda

FAXED ON

BCC:ISD:105/10/147

Date: 12.03.2013

The Vice President (Fax No. 022 22723719) Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 BSE Code-532134	The Vice President, (Fax No. 022-6641 8124/25/26) 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: Proceedings of Extra-ordinary General Meeting of our Bank held on 11th March 2013

We submit herewith the proceedings of the Extra-ordinary General Meeting of our Bank held at Vadodara on 11th March 2013 along with voting result as per annexure.

This is in compliance of clause 31 (d) and 35-A of the Listing Agreement.

Yours faithfully,

Sd/-

Vinay A. Shah
DGM & Company Secretary

Encl.- As above

Copy to

1. The Assistant General Manager (Marketing), BST, Mumbai – for uploading the above on Bank's website under designated section.

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DGM & Company Secretary

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

Baroda Corporate Centre, C-26, G-Block, Bandra Kurla Complex, Mumbai 400 051, India.

फोन / Phone : 91 22 6698 5000, फैक्स / Fax : 91 22 2652 3514, वेब / Web. : www.bankofbaroda.com



Proceedings of Extraordinary General Meeting (EGM) of Bank of Baroda held on Monday, 11th March, 2013 at Vadodara.

1. In accordance with the Notice Dated 4th February, 2013, an Extraordinary General Meeting of the Shareholders of Bank of Baroda was held on Monday, 11th March, 2013 at 10.00 a.m. at Sir Sayaji Rao Nagargriha, Vadodra Mahanagar Seva Sadan, Bank of Baroda Centenary Year (2007-2008), T. P. – 1, F. P. 549/1, Near GEB Colony, Old Padra Road, Vadodara – 390 020.
2. Shri S. S. Mundra, Chairman and Managing Director of the Bank, chaired the meeting pursuant to 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 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 informed the Shareholders that the EGM was convened to seek shareholders' approval for the preferential allotment of 1,01,32,920 Equity Shares to Government of India (GOI).
5. The Chairman then took up the only agenda item pertaining shareholders' approval, by Special Resolution, for the preferential allotment of 1,01,32,920 equity shares of face value of Rs. 10/- each at issue price of Rs. 838.85 per share to the Government of India, subject to necessary approvals.
6. He also informed that the Bank has obtained a certificate from M/s. NBS & Co., one of the Statutory Auditors of the Bank certifying the correctness of Issue Price of Rs. 838.85 per equity share and compliance with SEBI ICDR Regulations and that the same was placed before the meeting and was available for inspection.
7. The Special Resolution as proposed and seconded by the Shareholders was passed by show of hands.
8. The Chairman then declared the meeting as closed.

Place : Mumbai
Date : 12th March, 2013


Vinay A. Shah
Company Secretary



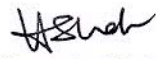
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EXTRA-ORDINARY GENERAL MEETING HELD ON 11.03.2013

Details required as per Clause 35A of the Listing Agreement – Voting Results

Name of the Company:		Bank of Baroda					
Date of the EGM:		11 th March 2013					
Total number of shareholders on 08.03.2013:		1,76,456					
No. of shareholders present in the meeting either in person or through proxy:		Promoters and Promoter Group:				1	
		Public:				353	
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 UPTO 1,01,32,920 equity shares to Govt. of India as Preferential Issue at the issue price of Rs. 838.85 per equity share					
Resolution required: (Ordinary/Special)		Special					
Mode of voting: (Show of hands/Poll/ Postal ballot/E-voting)		Show of hands (passed with requisite majority)					
In case of Poll/Postal ballot/E-voting:		NOT APPLICABLE					
Promoter/Publisher	No. of shares held	No. of votes polled	% of Votes Polled on outstanding 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	NOT APPLICABLE						
Public – Institutional holders							
Public-Others							
Total							

Place : Mumbai
Date : 12th March, 2013


Vinay A. Shah
Company Secretary