



बैंक ऑफ बड़ौदा **Bank of Baroda**

BCC:ISD:108/16/

Date: 11th April 2016

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: Reconciliation of Share Capital Audit Report for the quarter ended 31st March 2016

Pursuant to the provisions of circular Nos.D&CC/FITTC/CIR-16/2002 dated 31.12.2002 & CIR/MRD/DP/30/2010 dated 06-09-2010 issued by SEBI and Regulation 55-A of SEBI (Depositories and Participants) Regulations, 1996, we forward herewith Reconciliation of Share Capital Audit Report duly signed by Shri Y. Koteswara Rao, Practicing Company Secretary, for the quarter ended 31st March 2016.

We request you to take the document on record.

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.

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

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ई-मेल / E-mail : companysecretary.bcc@bankofbaroda.com • वेब / Web : www.bankofbaroda.com

Y.KOTESWARA RAO
Practicing Company Secretary

H.No.48-345,GaneshNagar Colony,
Chinthal, HMT Road,
Hyderabad – 500 054
Phone No. 2308 6394 (O & R)
Cell : 98491-69831

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
FOR THE QUARTER ENDED 31-03-2016

1. Report for the quarter ended :	31-03-2016
2. ISIN	INE028A01039
3. Face Value	Rs. 2/- each
4. Name of the Company	BANK OF BARODA
5. Registered Office Address	Mandvi VADODARA – 390 006
6. Correspondence Address	03 rd Floor, Baroda Corporate Centre C-26, G-Block, Bandra Kurla Complex, Bandra East MUMBAI – 400 051
7. Telephone and Fax Nos.	Tel: 022- 66985812 Fax: 022-26526660
8. E-mail Address	companysecretary.bcc@bankof baroda.com
9. Name of the Stock Exchange where the Company's Securities are listed.	BSE & NSE

	No. of Shares	% of Total Issued
10. Issued Capital	2,31,78,27,098	-
11. Listed Capital (Exchange Wise) (as per company records)	2,30,41,59,598	100.00
12. Held in dematerialized form in CDSL	1,39,67,30,658	60.62
13. Held in Dematerialized form in NSDL	87,27,16,223	37.87
14. Held in Physical form	3,47,12,717	1.51
15 Total No.of Shares (12+13+14)	2,30,41,59,598	100.00

16.Reasons for differences if any, between (10&11), (10&15), (11&15) :

The Company has forfeited 27,38,300 Equity shares of Rs. 10/- each face value on 29.08.2003 as the Board of Directors resolved to forfeit the said Equity shares due to non-payment of calls made and outstanding by several investors. However, during the period of quarters ended on 30.06.2004, 30.09.2004, 31.03.2005, 31.12.2005, 30.06.2006, 31.12.2006, 30.09.2007 and 30.09.2008, the Board of Directors annulled the forfeiture in respect of 1300, 600, 1800, 100, 100, 400, 400 and 100 Equity Shares respectively and therefore the total forfeited shares now stands at 27,33,500 Equity Shares. Now the said shares have become 1,36,67,500 Equity shares of Rs. 2 face value due to split / sub-division of the face value. Hence there is a difference in columns (10 & 11) and (10&15).



17. Certifying the details of changes in share capital during the quarter under consideration as per the table given below:

Particulars	No. of Shares	Applied/Not Applied for listing	Listed on Stock Exchanges (Specify name)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. approval pending from SE (Specify Names)
			NIL			

18. Register of Members is updated (Yes/No) if not, updated upto which date

YES

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19. Reference of previous quarter with regard to excess dematerialization shares, if any: NIL

20. Has the Company resolved the matter mentioned in Point No.19 above, in the quarter? If no reason why? Not Applicable

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay.

Total No. of demat requests	No. of Requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	NIL
Pending for more than 21 days	NIL	NIL	NIL

22. Name, Telephone & Fax No. of the Compliance Officer of the Company :

Mr. M.L Jain , Company Secretary
Tel: 022-66985812
Fax: 022-26526660

23. Name, Address, Telephone & Fax .No, Regn. No of the Auditor

Y Koteswara Rao, Practising Company Secretary
H.No:48-345,Ganesh Nagar Colony, Chintal, HMT Road, Hyderabad-500 054
Phone: 040-23086394
Cell: 98491-69831
Fax No: Nil
Regn No; ACS No:3785
CP No: 7427


24. Appointment of common agency for shares registry work (if yes, name and address)

M/s.Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot No 31 & 32
Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032
Phone: +91-40-67162222 / 18003454001
Fax : +91-40-23420814

25. Any other details that the auditor may like to provide, (e.g. BIFR Company, de-listing form Stock Exchanges, Company changes its name etc): -NIL-

Place: Hyderabad
Date: 07-04-2016



Signature: 
Name of Practicing
Company Secretary: Y.KOTESWARA RAO
C.P. No. : 7427

Y.KOTESWARA RAO
Practicing Company Secretary

H.No.48-345/1,GaneshNagar Colony,
Chinthal, HMT Road,
Hyderabad – 500 054
Phone No. 2308 6394 (O & R)
Cell: 98491-69431

COMPLIANCE CERTIFICATE
(As per Regulation 40 (9) of SEBI (LODR) Regulations 2015)
FOR THE HALF YEAR ENDED 31ST MARCH, 2016

I have examined all share Transfer Deeds, Memorandum of Transfer (MOT's), Registers, Files and other documents relating to M/s. BANK OF BARODA, maintained by M/s Karvy Computershare Private Limited at Hyderabad, pertaining to transfer of Equity shares of the Company for the half year ended on 31ST MARCH, 2016 for the purpose of issuing a COMPLIANCE CERTIFICATE as per the Listing Agreement entered into by M/s. BANK OF BARODA, with the Stock Exchanges. I hereby certify that the Company has delivered during the half year period ended on 31ST MARCH, 2016.

- Share Certificates relating to share transfers received during the half year period, as entered in the Memorandum of Transfers (MOT's) have been issued within 30 days from the respective dates of lodgment of each transfer deed, except those rejected on technical grounds.
- Share Certificates in respect of requests for sub-division, consolidation, exchange of old certificates, split, renewal have been issued within 30 days from the respective dates of lodgment.



Y. KOTESWARA RAO
Company Secretary in Practice
ACS: 3785
C.P.NO: 7427

Place: Hyderabad
Date: 07-04-2016