

BANK OF BARODA-Report on Corporate Governance – 31.03.2017

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Bank Of Baroda**
 2. Quarter ending - **31-Mar-2017**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Ravi Venkatesan	00621398	AAIPV3250D	C,NED	14-Aug-2015			2	2	0
Mr.	P S Jayakumar	01173236	AAJPP8809R	ED	13-Oct-2015			1	0	0
Mr.	Mayank K. Mehta	03554733	AAVPM9300N	ED	22-Jan-2016			1	1	0
Mr.	Ashok Kumar Garg	07633091	ACOPG6579L	ED	09-Aug-2016			1	1	0
Ms.	Papia Sengupta	07701564	ALQPS3068P	ED	01-Jan-2017			1	2	0
Mr.	Mohammad Mustafa	06887517	AEIPM1690Q	NED,ND	25-Nov-2014			1	1	0
Mr.	Ajay Kumar	07732926	AEAPK5520M	NED,ND	13-Jan-2017			1	1	0
Mr.	Biju Varkkey	01298281	ADKPV2319N	NED,ND	25-Apr-2016			1	0	0
Mr.	Prem Kumar Makkar	07204213	AAEPM7904M	NED	19-Sep-2014			1	1	0
Mr.	Gopal Krishan Agarwal	00226120	AAEPA9231F	NED	26-Jul-2016			1	1	0
Mr.	R. Narayanaswamy	00372919	AASPR6356G	NED,ID	24-Dec-2014	23-Dec-2017	2.00	1	0	0

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Mr.	Bharatkumar Dangar	07054236	AGXPD1902D	NED,ID	24-Dec-2014	23-Dec-2017	2.00	1	1	1
Ms.	Usha A Narayanan	06939539	ABSPN6530H	NED,ID	12-Dec-2015	11-Dec-2018	1.00	1	1	1

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Papia Sengupta	ED	Member
2	Mohammad Mustafa	NED,ND	Member
3	Ajay Kumar	NED,ND	Member
4	Gopal Krishan Agarwal	NED	Member
5	Usha A Narayanan	NED,ID	Chairperson

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Mayank K. Mehta	ED	Member
2	Ashok Kumar Garg	ED	Member
3	Papia Sengupta	ED	Member
4	Prem Kumar Makkar	NED	Member
5	Bharatkumar Dangar	NED,ID	Chairperson

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Ravi Venkatesan	C,NED	Chairperson
2	P S Jayakumar	ED	Member
3	Mayank K. Mehta	ED	Member
4	Ashok Kumar Garg	ED	Member
5	Papia Sengupta	ED	Member
6	Usha A Narayanan	NED,ID	Member




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Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ravi Venkatesan	C,NED	Chairperson
2	Mohammad Mustafa	NED,ND	Member
3	Biju Varkkey	NED,ND	Member
4	Prem Kumar Makkar	NED	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
18-Oct-2016	17-Jan-2017	33
11-Nov-2016	23-Jan-2017	
21-Dec-2016	10-Feb-2017	
	16-Mar-2017	

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	10-Feb-2017	3	17-Oct-2016	41
Audit Committee	15-Mar-2017	3	11-Nov-2016	
Audit Committee		3	06-Dec-2016	
Audit Committee		3	30-Dec-2016	
Stakeholders Relationship Committee	16-Mar-2017	3	11-Nov-2016	
Risk Management Committee	17-Jan-2017	3	10-Nov-2016	
Nomination & Remuneration Committee		3		


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V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Not Applicable
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

There is no such transaction during the quarter i.e NIL Transactions, hence shown as Not Applicable.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Composition of Board of Directors of Bank of Baroda is governed through "Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970", which we comply. The ACB is governed through RBI guidelines, which we follow. More-ever in respect of "Nomination and Remuneration Committee", we are subject to RBI/GOI guidelines and hence, have two separate Committees i.e. Nomination Committee under RBI guidelines and Remuneration Committee under GOI guidelines.

Name : M L Jain
 Designation : Company Secretary

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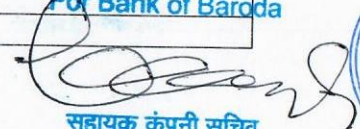


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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' #</i>	16(1)(b) & 25(6)	Not Applicable
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes


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Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors#	17(10)	Not Applicable
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions*	23(2), (3)	Not Applicable
Approval for material related party transactions*	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors#	25(3) & (4)	Not Applicable
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

#The Composition of Board of Directors of Bank of Baroda is governed through "Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970" i.e. the Act, meaning thereby the provision of the Companies Act, 1956/2013 are Not Applicable. All the Directors, except elected Directors amongst the Shareholders' other than Central Government, are appointed / Nominated by Government of India pursuant to the provisions under Section 9(3) of the Act. The Bank is regulated by Reserve Bank of India in respect of major compliance matters. (2)

* There is no such transactions during the quarter / year end i.e. NIL Transactions, hence shown as Not Applicable

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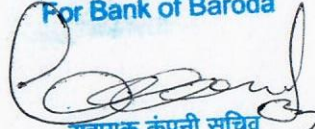


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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : **M L Jain**
Designation : **Company Secretary**

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