



बैंक ऑफ बड़ौदा Bank of Baroda

BCC:ISD:107:16:17

Date: 07th January, 2015

<p>The Vice-President, B S E Ltd., Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 BSE CODE-532134 E-mail: "corp.relations@bseindia.com"</p>	<p>The Vice-President, National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 CODE-BANKBARODA Email : cmllist@nse.co.in</p>
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Dear Sir/Madam,

Re: Bank of Baroda-Compliance Report on Corporate Governance with regard to Clause-49 of the Listing Agreement for the quarter ended 31st December 2014

We forward herewith the Compliance Report on Corporate Governance with reference to the Clause-49 of the Listing Agreement pertaining for the quarter ended 31st December 2014, in Annexure XI of the Listing Agreement.

Yours Faithfully,

M.L. Jain
DGM- Company Secretary
& Compliance



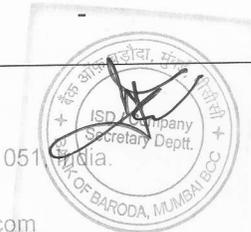
Annexure - XI to the Listing Agreement

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: BANK OF BARODA

Quarter ending on: 31st December, 2014

Particulars	Clause of Listing agreement	Compliance Status	Remarks
II. Board of Directors	49 (II)	YES	Bank of Baroda is a body corporate under a separate statute i.e. Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970. The composition of the Board of Directors is governed through this Act read with relevant Scheme made under the Act.
(A) Composition of Board	49 (IIA)	YES	As above
(B) Independent Directors	49 (IIB)	YES	As above
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	As above
(D) Other provisions as to Board and Committees	49 (IID)	YES	As above
(E) Code of Conduct	49 (IIE)	YES	-
(F) Whistle Blower Policy	49 (IIF)	YES	-
III. Audit Committee	49 (III)	YES	The composition/term of reference of ACB is governed by the guidelines issued by our Regulator i.e. Reserve Bank of India (RBI), which we comply.
(A) Qualified & Independent Audit	49 (IIIA)	YES	As above
(B) Meeting of Audit Committee	49 (IIIB)	YES	As above
(C) Powers of Audit Committee	49 (IIIC)	YES	As above
(D) Role of Audit Committee	49 (IIID)	YES	As above
(E) Review of Information by Audit	49 (IIIE)	YES	As above
IV. Nomination and Remuneration Committee	49 (IV)	YES	Governed through RBI/GOI guidelines, which we comply.
V. Subsidiary Companies	49 (V)	YES	-
VI. Risk Management	49 (VI)	YES	-



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Particulars	Clause of Listing agreement	Compliance Status	Remarks
VII. Related Party Transactions	49 (VII)	YES	We are complying with RBI guidelines.
VIII. Disclosures	49 (VIII)	YES	-
(A) Related party transactions	49 (VIII A)	YES	No such transaction.
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	-
(C) Remuneration of Directors	49 (VIII C)	YES	We comply/ Will comply for Annual Report 2015. Remuneration Governed through GOI guidelines.
(D) Management	49 (VIII D)	YES	We comply/ Will comply for Annual Report 2015.
(E) Shareholders	49 (VIII E)	YES	As above
(F) Proceeds from public issues, issue, preferential issues, etc rights	49 (VIII I)	YES	-
IX. CEO/CFO Certification	49 (IX)	YES	-
X. Report on Corporate Governance	49 (X)	YES	We comply/ Will comply for Annual Report 2015.
XI. Compliance	49 (XI)	YES	As above



FOR, BANK OF BARODA

M.L. Jain
DGM – Company Secretary
& Compliance

Date : 07th January 2015

Place : Mumbai