

# BANK OF BARODA - CORPORATE GOVERNANCE REPORT 31.03.2019

## 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-2019

#### i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Sub Category	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 Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Hasmukh Adhia	00093974	ABIPA0026H	ID,C & NED		01-Mar-2019		1	1	0	0	RMC,NRC	
Mr.	P. S. Jayakumar	01173236	AAJPP8809R	ED	CEO-MD	13-Oct-2015			1	0	0	RMC	
Mrs.	Papia Sengupta	07701564	ALQPS3068P	ED		01-Jan-2017			2	1	0	SC,RMC	
Mr.	Shanti Lal Jain	07692739	ADSPJ3288N	ED		20-Sep-2018			1	2	0	AC,SC,RMC	
Mr.	Vikramaditya Singh Khichi	08317894	AFYPK6738C	ED		01-Oct-2018			1	1	0	SC,RMC	
Mr.	Debasish Panda	06479085	ABWPP3300P	NED,ND		05-Apr-2018			1	1	0	AC,NRC	
Mr.	Ajay Kumar	07732926	AEAPK5520M	NED,ND		13-Jan-2017			1	1	0	AC	
Mr.	Biju Varkkey	01298281	ADKPV2319N	ID		25-Apr-2016		35	3	3	2	SC,NRC	
Mr.	Gopal Krishan Agarwal	00226120	AAEPA9231F	ID		26-Jul-2016		32	1	1	1	AC,NRC	
Mrs.	Soundara Kumar	01974515	AAXPS4712N	ID		24-Dec-2017		15	6	3	1	RMC	
Mr.	Bharatkumar D. Dangar	07054236	AGXPD1902D	ID		24-Dec-2017		15	1	1	1	SC	
Mr.	Sridhar Srinivasan	07240718	AHHPS9245F	ID		12-Dec-2018		4	2	0	0	RMC	



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Company Remarks	
Whether Permanent chairperson appointed	Yes

### ii. Composition of Committees

#### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shanti Lal Jain	ED	Member	20-Sep-2018	
2	Debasish Panda	NED,ND	Member	05-Apr-2018	
3	Ajay Kumar	NED,ND	Member	13-Jan-2017	
4	Gopal Krishan Agarwal	ID	Chairperson	03-Sep-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

#### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Papia Sengupta	ED	Member	01-Jan-2017	
2	Shanti Lal Jain	ED	Member	20-Sep-2018	
3	Bharatkumar D. Dangar	ID	Chairperson	22-Jan-2018.	
4	Biju Varkkey	ID	Member	09-Oct-2017	
5	Vikramaditya Singh Khichi	ED	Member	01-Oct-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

#### c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sridhar Srinivasan	ID	Member	20-Mar-2019	
2	Soundara Kumar	ID	Member	22-Jan-2018	
3	Vikramaditya Singh Khichi	ED	Member	01-Oct-2018	
4	Shanti Lal Jain	ED	Member	20-Sep-2018	





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5	Hasmukh Adhia	ID,C & NED	Chairperson	01-Mar-2019	
6	P. S. Jayakumar	ED	Member	13-Oct-2015	
7	Papia Sengupta	ED	Member	01-Jan-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Gopal Krishan Agarwal	ID	Member	01-Nov-2018	
2	Biju Varkkey	ID	Member	14-May-2018	
3	Debasish Panda	NED,ND	Member	10-May-2018	
4	Hasmukh Adhia	ID,C & NED	Chairperson	01-Mar-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
12-Oct-2018	02-Jan-2019
30-Oct-2018	10-Jan-2019
29-Nov-2018	29-Jan-2019
10-Dec-2018	20-Feb-2019
	30-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	37



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### iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	12-Oct-2018	02-Jan-2019	3	Yes
Audit Committee	29-Oct-2018	28-Jan-2019	3	Yes
Audit Committee	30-Oct-2018	29-Jan-2019	3	Yes
Stakeholders Relationship Committee		16-Jan-2019	3	Yes
Stakeholders Relationship Committee		22-Mar-2019	3	Yes
Risk Management Committee	09-Nov-2018	21-Jan-2019	3	Yes
Risk Management Committee		01-Mar-2019	3	Yes
Risk Management Committee		20-Mar-2019	3	Yes
Nomination & Remuneration Committee	27-Nov-2018	10-Jan-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	63

### v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	There is no such transaction during the quarter i.e NIL Transactions, hence shown as Not Applicable
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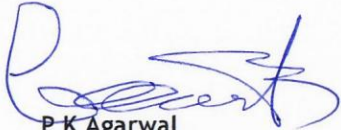


## **BANK OF BARODA - CORPORATE GOVERNANCE REPORT 31.03.2019**

### **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. Moreover in respect of "Nomination and Remuneration Committee", we are subject to RBI/GOI guidelines and hence, have two separate Committees i.e. Nomination Committee and Remuneration Committee under RBI / GOI guidelines. The information reported pertains to Nomination Committee. We also follow RBI guidelines for Risk Management Committee

Name :   
Designation : P K Agarwal  
Company Secretary & Compliance Officer

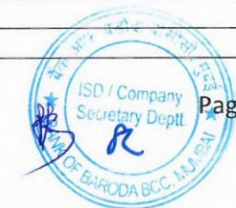


# BANK OF BARODA - CORPORATE GOVERNANCE REPORT 31.03.2019

## ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
Details of business	Yes		www.bankofbaroda.com/investor-relations.htm
Terms and conditions of appointment of independent directors	Yes		www.bankofbaroda.com/investor-relations.htm
Composition of various committees of board of directors	Yes		www.bankofbaroda.com/investor-relations.htm
Code of conduct of board of directors and senior management	Yes		www.bankofbaroda.com/investor-relations.htm
Details of establishment of vigil mechanism/ Whistle Blower	Yes		www.bankofbaroda.com/investor-relations.htm
Criteria of making payments to non-executive directors	Yes		www.bankofbaroda.com/investor-relations.htm
Policy on dealing with related party transactions	Yes		www.bankofbaroda.com/investor-relations.htm
Policy for determining 'material' subsidiaries	Yes		www.bankofbaroda.com/investor-relations.htm
Details of familiarization programs imparted to independent	Yes		www.bankofbaroda.com/investor-relations.htm
Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes		www.bankofbaroda.com/investor-relations.htm
email address for grievance redressal and other relevant details	Yes		www.bankofbaroda.com/investor-relations.htm
Financial results	Yes		www.bankofbaroda.com/investor-relations.htm
Shareholding pattern	Yes		www.bankofbaroda.com/investor-relations.htm
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		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<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	





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Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
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)	Not Applicable	
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	



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<b>Other Information</b>	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. Moreover in respect of "Nomination and Remuneration Committee", we are subject to RBI/GOI guidelines and hence, have two separate Committees i.e. Nomination Committee and Remuneration Committee under RBI / GOI guidelines. The information reported pertains to Nomination Committee. We also follow RBI guidelines for Risk Management Committee.
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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

<b>Other Information</b>	Bank has no material subsidiaries as on the date
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Name : P K Agarwal  
Designation : Company Secretary & Compliance Officer

