

BCC:ISD:104/16/03

Date:6th January 2012

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. 022-2659 8237 / 38) 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: Compliance Report on Corporate Governance with regard to Clause - 49 of the Listing Agreement for the quarter ended 31st December 2011

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 2011.

Yours faithfully,

Vinay A. Shah
AGM-Company Secretary

Encls. : As Above

Copy to: Deputy General Manager (Marketing), BCC, Mumbai –for information and arranging uploading on bank's website under designated section

AGM-Company Secretary

FORMAT OF QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company - Bank of Baroda

Quarter ended on 31st December 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes.	Governed by the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 as amended from time to time by GOI.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Governed by the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 as amended from time to time by GOI.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	-
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Governed by RBI Guidelines
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	The Bank does not have any Material non listed Indian Subsidiary
IV. Disclosures	49 (IV)		-
(A) Basis of related party transactions	49(IV)(A)	Yes	-
(B) Disclosure of Accounting Treatment	49(IV)(B)	Yes	-
(C) Board Disclosures	49 (IV) (C)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues, etc.	49 (IV) (D)	Yes	-
(E) Remuneration of Directors	49 (IV) (E)	Yes.	Governed by the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 as amended from time to time by GOI.
(F) Management	49 (IV) (F)	Yes	-
(G) Shareholders	49 (IV) (G)	Yes	-
V. CEO / CFO Certification	49 (V)	Yes	-
VI. Report on Corporate Governance	49 (VI)	Yes	-
VII. Compliance	49 (VII)	Yes	-

NOTES:

- Bank of Baroda is a Body Corporate acquired and incorporated under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970. The Bank is a listed entity in the nature of Public Sector Undertaking, but not a company, within the meaning of The Companies Act, 1956.
- SEBI vide its Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29.10.2004 has, inter alia, provided that the Clause 49 will apply to the listed entities which are Bodies Corporate incorporated under different statutes, to the extent not inconsistent with the respective regulatory laws / provisions.
- The Bank is complying with all the provisions as per the guidelines and directives issued by the respective Regulatory Authorities from time to time and Clause 49 of the Listing Agreement, to the extent applicable.

Date: 06.01.2012

Vinay A. Shah
AGM- Company Secretary