



बैंक ऑफ बड़ौदा **Bank of Baroda**

BCC:ISD:107:16:193

Date: 08th April 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 : "cmlist@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 March 2015

We forward herewith the Compliance Report on Corporate Governance pursuant to the Clause-49 X(B) of the Listing Agreement pertaining for the quarter ended 31st March 2015, in Annexure XI of the Listing Agreement.

We request you to take a note of the above.

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 March 2015

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	We follow "Public Interest Disclosure & Protection of Informer Resolution" popularly known as Whistle Blower Policy & the same have been uploaded on Bank's website.
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 Committee	49 (IIIE)	YES	As above





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Particulars	Clause of Listing	Compliance	Remarks
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	-
VII. Related Party Transactions	49 (VII)	YES	-
VIII. Disclosures	49 (VIII)		
(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

*In this regard we request a reference of Para 4.3 of SEBI Circular No. CIR/CFDPOLICY CELL/2/2014 dated 17.04.2014 which states that- "For other listed entities which are not companies, but body corporate or are subject to regulations under other statutes (e.g. banks, financial institutions, insurance companies etc.), the Clause 49 will apply to the extent that it does not violate their respective statutes and guidelines or directives issued by the relevant regulatory authorities."



FOR, BANK OF BARODA

M.L. Jain
DGM – Company Secretary
& Compliance

Date : 08th April 2015
Place : Mumbai