

BANK OF BARODA – REPORT ON CORPORATE GOVERNANCE – 30.09.2017

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Bank Of Baroda
2. Quarter ending - 30-Sep-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.	Lok Ranjan	07791967	ABRPR7874B	NED,ND	26-Aug-2017			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.	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	2.75	1	0	0
Mr.	Bharatkumar Dangar	07054236	AGXPD1902D	NED,ID	24-Dec-2014	23-Dec-2017	2.75	1	1	1
Ms.	Usha A Narayanan	06939539	ABSPN6530H	NED,ID	12-Dec-2015	11-Dec-2018	1.75	1	1	1



II. Composition of Committees

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

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

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

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/ Membership
1	Ravi Venkatesan	C, NED	Chairperson
2	Biju Varkkey	NED, ND	Member



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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>
17-Apr-2017	20-Jul-2017	32
18-May-2017	11-Aug-2017	
27-May-2017	13-Sep-2017	
29-Jun-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	11-Jul-2017	3	04-May-2017	53
Audit Committee	10-Aug-2017	3	17-May-2017	
Audit Committee	11-Aug-2017	3	18-May-2017	
Stakeholders Relationship Committee	11-Aug-2017	3	07-Jun-2017	
Risk Management Committee	11-Jul-2017	3	17-May-2017	
Risk Management Committee	12-Sep-2017		-	
Nomination & Remuneration Committee	-	3	27-May-2017	

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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



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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 is governed through "Banking Companies (A&T) Act, 1970", which we comply. The ACB is governed through RBI guidelines, which we follow. More-over 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. The information reported pertains to nomination committee.

Name : M L Jain
Designation : Company Secretary

बँके ऑफ बरुडा
For Bank of Baroda

कंपनी सचिव
Company Secretary



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ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name : M L Jain
Designation : Company Secretary

कृते बैंक ऑफ बड़ौदा
For Bank of Baroda

कंपनी सचिव
Company Secretary

