

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31st MARCH 2020

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Bank Of Baroda
2. Quarter ending - 31-March-2020

i. Composition Of Board Of Director

Title (Mr. / Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	No. of Directors hip in listed entities including this listed entity	No of Independent 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.	Hasmukh Adhia	00093974	ABIPA0026H	ID, C & NED		01-Mar-2019	01-Mar-2019			03-Nov-1958	1	1	0	0
Mr.	Sanjiv Chadha	08368448	AADPC0312J	ED	CEO -MD	20-Jan-2020	20-Jan-2020			25-Jun-1963	1	0	0	0
Mr.	Murali Ramaswami	08659944	AAPPM2850D	ED		01-Oct-2019	01-Oct-2019			20-Dec-1960	1	0	1	0
Mr.	Shanti Lal Jain	07692739	ADSPJ3288N	ED		20-Sep-2018	20-Sep-2018			01-Jan-1965	2	0	2	0
Mr.	Vikramaditya Singh Khichi	08317894	AFYPK6738C	ED		01-Oct-2018	01-Oct-2018			24-Jul-1962	1	0	1	0
Mr.	Amit Agrawal	07117013	ADCPA5370Q	NED, ND		25-Jan-2020	25-Jan-2020			27-Jun-1970	1	0	1	0
Mr.	Ajay Kumar	07732926	AEAPK5520M	NED, ND		13-Jan-2017	13-Jan-2017			20-May-1969	1	0	1	0
Mrs.	Soundara Kumar	01974515	AAXPS4712N	ID		24-Dec-2017	24-Dec-2017			15-Aug-1954	6	6	3	2
Mr.	Bharatkumar D. Dangar	07054236	AGXPD1902D	ID		24-Dec-2017	24-Dec-2017			18-Sep-1978	1	1	2	0
Mr.	Sridhar Srinivasan	07240718	AHHPS9245F	ID		12-Dec-2018	12-Dec-2018			03-May-1960	2	2	2	2
Mr.	Biju Varkkey	01298281	ADKPV2319N	ID		21-Oct-2019	21-Oct-2019			22-Dec-1965	3	3	3	0



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Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sridhar Srinivasan	ID	Chairperson	26-Jul-2019	25-July-2021
2	Shanti Lal Jain	ED	Member	12-Oct-2018	
3	Ajay Kumar	NED,ND	Member	13-Jan-2017	
4	Debasish Panda	NED,ND	Member	05-Apr-2018	24-Jan-2020
5	Amit Agrawal	NED,ND	Member	25-Jan-2020	
6	Dr. Bharatkumar Dangar	ID	Member	01-Oct-2019	23-Dec.-2020

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	Srinivasan Sridhar	ID	Chairman	08-Nov-2019	
2	Murali Ramaswami	ED	Member	01-Oct-2019	
3	Shanti Lal Jain	ED	Member	20-Sep-2018	
4	Vikramaditya Singh Khichi	ED	Member	01-Oct-2018	
5	Bharatkumar D. Dangar	ID	Member	22-Jan-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes



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c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hasmukh Adhia	ID,C & NED	Chairperson	01-Mar-2019	
2	Sanjiv Chadha	MD & CEO	Member	20-Jan-2020	
3	Murali Ramaswami	ED	Member	01-Oct-2019	
4	Shanti Lal Jain	ED	Member	20-Sep-2018	
5	Vikramaditya Singh Khichi	ED	Member	01-Oct-2018	
6	Soundara Kumar	ID	Member	22-Jan-2018	
7	Sridhar Srinivasan	ID	Member	20-Mar-2019	

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	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	Whether requirement of Quorum met	Number of Directors present (For relevant quarter)	Number of Independent Directors present (For relevant quarter)
08-Nov-2019	24-Jan-2020	Yes	11	5
28-Nov-2019	27-Feb-2020	Yes	11	5
12-Dec-2019	23-Mar-2020	Yes	11	5
26-Dec-2019		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days)	33



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iv. Meeting of Committees

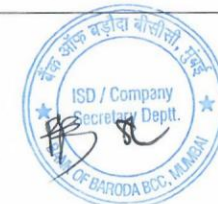
Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present (For relevant quarter)	Number of independent directors present (For relevant quarter)
Audit Committee	09-Oct-2019	23-Jan-2020	Yes	4	2
Audit Committee	07-Nov-2019	28-Feb-2020	Yes	4	2
Audit Committee	08-Nov-2019		Yes		
Audit Committee	29-Nov-2019		Yes		
Stakeholders Relationship Committee	01-Oct-2019		Yes		
Stakeholders Relationship Committee	26-Dec-2019		Yes		
Risk Management Committee	07-Nov-2019	23-Jan-2020	Yes	7	2
Risk Management Committee	26-Dec-2019	23-Mar-2020	Yes	7	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	35

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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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 following 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



CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31st MARCH 2020

‘ANNEXURE II

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

<i>Item</i>	<i>Compliance status</i>	Website
As per regulation 46(2) of the LODR:		https://www.bankofbaroda.in/investor-relations.htm
Details of business	Yes	https://www.bankofbaroda.in/investor-relations.htm
Terms and conditions of appointment of independent directors	Yes	https://www.bankofbaroda.in/investor-relations.htm
Composition of various committees of board of directors	Yes	https://www.bankofbaroda.in/investor-relations.htm
Code of conduct of board of directors and senior management	Yes	https://www.bankofbaroda.in/investor-relations.htm
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.bankofbaroda.in/investor-relations.htm
Criteria of making payments to non-executive directors	Yes	https://www.bankofbaroda.in/investor-relations.htm
Policy on dealing with related party transactions	Yes	https://www.bankofbaroda.in/investor-relations.htm
Policy for determining ‘material’ subsidiaries	Yes	https://www.bankofbaroda.in/investor-relations.htm
Details of familiarization programs imparted to independent directors	Yes	https://www.bankofbaroda.in/investor-relations.htm
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor	Yes	https://www.bankofbaroda.in/investor-relations.htm
Contact information of the designated officials of the listed entity	Yes	https://www.bankofbaroda.in/investor-relations.htm
Financial results	Yes	https://www.bankofbaroda.in/investor-relations.htm
Shareholding pattern	Yes	https://www.bankofbaroda.in/investor-relations.htm
Details of agreements entered into with the media companies and/or their associates	Yes	https://www.bankofbaroda.in/investor-relations.htm
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors	Yes	
New name and the old name of the listed entity	Not Applicable	https://www.bankofbaroda.in/investor-relations.htm
Advertisements as per regulation 47 (1)	Yes	https://www.bankofbaroda.in/investor-relations.htm
Credit rating or revision in credit rating obtained by the entity for all	Yes	https://www.bankofbaroda.in/investor-relations.htm
Separate audited financial statements of each subsidiary of the listed	Yes	
As per other regulations of the LODR:		https://www.bankofbaroda.in/investor-relations.htm
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.bankofbaroda.in/investor-relations.htm
Materiality Policy as per Regulation 30	Yes	https://www.bankofbaroda.in/investor-relations.htm
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.bankofbaroda.in/investor-relations.htm
It is certified that these contents on the website of the listed entity are correct.	Yes	https://www.bankofbaroda.in/investor-relations.htm



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Sr No.	II Annual Affirmations Particulars	Regulation Number	Compliance status (Yes/No/N)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Not Applicable
2	Board composition	17(1), 17(1A) & 17(1B)	Not Applicable
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Not Applicable
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Not Applicable
13	Recommendation of Board	17(11)	Yes
14	Maximum number of directorship	17A	Yes
15	Composition of Audit Committee	18(1)	Not Applicable
16	Meeting of Audit Committee	18(2)	Not Applicable
17	Composition of nomination & remuneration committee	19(1) & (2)	Not Applicable
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Not Applicable
19	Meeting of nomination & remuneration committee		Not Applicable
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) and	Yes
21	Meeting of stakeholder relationship committee		Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23	Meeting of Risk Management Committee		Yes
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	Yes



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28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure		Not Applicable
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Other Information	(1) Notes for Sr No. 1, 2, 8,33: - The Composition of Board of Directors of Bank of Baroda is governed through Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 i.e. the Act, meaning thereby the provision of the Companies Act, 2013 are Not Applicable. All the Directors, except elected Directors amongst the Shareholders' other than Central Government, are appointed / Nominated by Government of India pursuant to the provisions under Section 9(3) of the Act. The Bank is regulated by Reserve Bank of India in respect of major compliance matters. (2) Notes for Sr No. 12 - GOI guidelines dated 30.08.2019 are followed.(3) Notes for Sr No. 15, 16 - Audit Committee Constituted and governed by RBI guidelines issued vide Circulars dated 26.09.1995 and 20.01.1997 and further instructions from RBI/GOI from time to time(4) Notes for Sr No. 17, 18, 19 - We are following RBI / GOI guidelines.(5) Notes for Sr No. 29 - There is no material subsidiary.
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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. - **Not Applicable**

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

