

Bank of Baroda – Corporate Governance Report – Quarter ended 30th September 2020

i. Composition Of Board Of Director

Annexure I

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	Whether special resolution passed?	Date of passing special resolution	No. of Directorship 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		19	03-Nov-1958	NA		1	1	0	0
Mr.	Sanjiv Chadha	08368448	AADPC0312J	ED	CEO-MD	20-Jan-2020	20-Jan-2020			25-Jun-1963	NA		1	0	0	0
Mr.	Murali Ramaswami	08659944	AAPPM2850D	ED		01-Oct-2019	01-Oct-2019			20-Dec-1960	NA		1	0	1	0
Mr.	Shanti Lal Jain	07692739	ADSPJ3288N	ED		20-Sep-2018	20-Sep-2018			01-Jan-1965	NA		3	0	2	0
Mr.	Vikramaditya Singh Khichi	08317894	AFYPK6738C	ED		01-Oct-2018	01-Oct-2018			24-Jul-1962	NA		1	0	1	0
Mr.	Ajay K Khurana	99999999	AAFPK3551M	ED		01-Apr-2020	01-Apr-2020			17-Mar-1964	NA		1	0	1	0
Mr.	Amit Agrawal	07117013	ADCPA5370Q	NED,ND		25-Jan-2020	25-Jan-2020			27-Jun-1970	NA		1	0	1	0
Mr.	Ajay Kumar	07732926	AEAPK5520M	NED,ND		13-Jan-2017	13-Jan-2017			20-May-1969	NA		1	0	1	0
Mr.	Biju Varkkey	01298281	ADKPV2319N	ID		21-Oct-2019	21-Oct-2019		11	22-Dec-1965	NA		3	3	3	0
Mrs.	Soundara Kumar	01974515	AAXPS4712N	ID		24-Dec-2017	24-Dec-2017		33	15-Aug-1954	NA		6	6	4	2
Mr.	Bharatkumar D. Dangar	07054236	AGXPD1902D	ID		24-Dec-2017	24-Dec-2017		33	18-Sep-1978	NA		1	1	2	0
Mr.	Sridhar Srinivasan	07240718	AHHPS9245F	ID		12-Dec-2018	12-Dec-2018		21	03-May-1960	NA		3	3	3	2

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



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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	
2	Shanti Lal Jain	ED	Member	12-Oct-2018	
3	Ajay Kumar	NED,ND	Member	13-Jan-2017	
4	Amit Agrawal	NED,ND	Member	25-Jan-2020	
5	Bharatkumar D. Dangar	ID	Member	01-Oct-2019	

Company Remarks	."Nomination and Remuneration Committee" is to be reconstituted in terms of the guidelines issued by Reserve Bank of India.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sridhar Srinivasan	ID	Chairperson	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	Ajay K. Khurana	ED	Member	01-Apr-2020	
6	Bharatkumar D. Dangar	ID	Member	22-Jan-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	Hasmukh Adhia	ID,C & NED	Chairperson	01-Mar-2019	
2	Sanjiv Chadha	ED	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	Ajay K. Khurana	ED	Member	01-Apr-2020	
7	Soundara Kumar	ID	Member	22-Jan-2018	
8	Sridhar Srinivasan	ID	Member	20-Mar-2019	

Company Remarks	-
Whether Permanent chairperson appointed	Yes



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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	Number of Independent Directors present
24-Apr-2020	10-Jul-2020	Yes	12	5
29-May-2020	31-Jul-2020	Yes	11	5
23-Jun-2020	10-Aug-2020	Yes	12	5
25-Jun-2020	24-Sep-2020	Yes	12	5

Company Remarks	-
Maximum gap between any two consecutive (in number of days)	44

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	Number of independent directors present
Audit Committee	23-Apr-2020		Yes	5	2
Audit Committee	22-Jun-2020		Yes	5	2
Audit Committee	23-Jun-2020		Yes	5	2
Audit Committee		30-Jul-2020	Yes	4	2
Audit Committee		07-Aug-2020	Yes	4	2
Audit Committee		10-Aug-2020	Yes	4	2
Audit Committee		02-Sep-2020	Yes	4	2
Audit Committee		17-Sep-2020	Yes	4	2
Stakeholders Relationship Committee	26-Jun-2020		Yes	5	2
Stakeholders Relationship Committee		17-Aug-2020	Yes	6	2
Risk Management Committee	23-Apr-2020		Yes	7	2
Risk Management Committee		27-Jul-2020	Yes	7	2

Company Remarks	-
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	36



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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 / Conduct of Meeting of Bank of Baroda is governed through "Banking Companies (Acquisition and Transfer of Undertakings) Act / Scheme, 1970", which we comply. The ACB is governed through RBI guidelines, which we follow. Moreover in respect of "Nomination and Remuneration Committee", we follow RBI/GOI guidelines. The information reported pertains to existing Nomination Committee. We also follow RBI guidelines for Risk Management Committee.

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



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ANNEXURE III

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
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	-
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

Note:

NIL

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

