

Report on Corporate Governance

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-2016**

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 Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Ravi Venkatesan	621398	AAIPV3250D	C,NED	14-Aug-2015			2	2	0
Mr.	P S Jayakumar	1173236	AAJPP8809R	ED	13-Oct-2015			1	0	0
Mr.	Bhuwanchandra B. Joshi	6713850	AADPJ3140M	ED	05-Aug-2013			1	1	0
Mr.	Mayank K. Mehta	3554733	AAVPM9300N	ED	22-Jan-2016			1	1	0
Mr.	Ashok Kumar Garg	07633091	ACOPG6579L	ED	09-Aug-2016			1	2	0
Mr.	Mohammad Mustafa	6887517	AEIPM1690Q	NED,ND	25-Nov-2014			1	1	0
Ms.	Surekha Marandi	6952573	ADLPM8673P	NED,ND	10-Jun-2014			1	1	0
Mr.	Biju Varkkey	1298281	ADKPV2319N	NED,ND	25-Apr-2016			1	0	0
Mr.	Prem Kumar Makkar	7204213	AAEPM7904M	NED	19-Sep-2014			1	1	0
Mr.	Gopal Krishan Agarwal	00226120	AAEPA9231F	NED	26-Jul-2016			1	1	0
Mr.	R. Narayanaswamy	372919	AASPR6356G	NED,ID	24-Dec-2014	23-Dec-2017	1.75	1	1	1
Mr.	Bharatkumar Dangar	7054236	AGXPD1902D	NED,ID	24-Dec-2014	23-Dec-2017	1.75	1	1	1
Ms.	Usha A Narayanan	6939539	ABSPN6530H	NED,ID	12-Dec-2015	11-Dec-2018	0.75	1	1	0



Bank of Baroda

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II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Ashok Kumar Garg	ED	Member
2	Mohammad Mustafa	NED,ND	Member
3	Surekha Marandi	NED,ND	Member
4	Gopal Krishan Agarwal	NED	Member
5	R. Narayanaswamy	NED,ID	Chairperson
6	Usha A Narayanan	NED,ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Bhuwanchandra B. Joshi	ED	Member
2	Mayank K. Mehta	ED	Member
3	Ashok Kumar Garg	ED	Member
4	Prem Kumar Makkar	NED	Member
5	Bharatkumar Dangar	NED,ID	Chairperson

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	Bhuwanchandra B. Joshi	ED	Member
4	Mayank K. Mehta	ED	Member
5	Ashok Kumar Garg	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	Mohammad Mustafa	NED,ND	Member
3	Biju Varkkey	NED,ND	Member
4	Prem Kumar Makkar	NED	Member

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	Maximum gap between any two consecutive (in number of days)
24-Jun-2016	11-Aug-2016	40
	21-Sep-2016	
12-May-2016	20-Jul-2016	
13-May-2016	10-Aug-2016	



[Handwritten signatures]



IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	28-Jul-2016	Yes (3)	12-May-2016	44
Audit Committee	10-Aug-2016	Yes (3)	13-May-2016	
Audit Committee	22-Aug-2016	(Yes (3)	13-Jun-2016	
Nomination Committee	20-Jul-2016	Yes (3)	13-May-2016	
Risk Management Committee	03-Aug-2016	Yes (3)	12-May-2016	
Stakeholders Relationship Committee	10-Aug-2016	Yes (3)	13-May-2016	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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*

* Note: There is no such transactions during the quarter i.e. NIL Transactions, hence shown as Not Applicable.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Yes**
- 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**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - 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 subject to RBI/GOI guidelines and hence have two separate Committees i.e. Nomination Committee under RBI guidelines and Remuneration Committee under GOI guidelines.

for Bank of Baroda,

Name : **M.L. Jain**
 Designation : **Company Secretary**





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 :
Designation :

For Bank of Baroda

M.L. Jain
Company Secretary




