

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30th SEPTEMBER 2019

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-2019

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 Resignation	Tenure	Date of Birth	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	Membership in Committees of the Company	Remarks
Mr.	Hasmukh Adhia	00093974	ABIPA0026H	ID, C & NED		01-Mar-2019	01-Mar-2019		7	03-Nov-1958	1	1	0	0	RMC, NRC	
Mr.	P. S. Jayakumar	01173236	AAJPP8809R	ED	CEO-MD	13-Oct-2015	13-Oct-2015		47	08-Apr-1962	1	0	0	0	RMC	
Mrs.	Papia Sengupta	07701564	ALQPS3068P	ED		01-Jan-2017	01-Jan-2017		31	27-Sep-1959	2	1	1	0	SC, RMC	
Mr.	Shanti Lal Jain	07692739	ADSPJ3288N	ED		20-Sep-2018	20-Sep-2018		12	01-Jan-1965	1	0	2	0	AC, SC, RMC	
Mr.	Vikramaditya Singh Khichi	08317894	AFYPK6738C	ED		01-Oct-2018	01-Oct-2018		12	24-Jul-1962	1	0	1	0	SC, RMC	
Mr.	Debasish Panda	06479085	ABWPP3300P	NED, NED		05-Apr-2018	05-Apr-2018		17	05-Jan-1962	1	0	1	0	AC, NRC	
Mr.	Ajay Kumar	07732926	AEAPK5520M	NED, NED		13-Jan-2017	13-Jan-2017		32	20-May-1969	1	0	1	0	AC	
Mr.	Gopal Krishan Agarwal	00226120	AAEPA9231F	ID		26-Jul-2016	26-Jul-2016	25-Jul-2019	36	01-Jun-1962	1	1	1	1	AC, NRC	
Mrs.	Soundara Kumar	01974515	AAXPS4712N	ID		24-Dec-2017	24-Dec-2017		21	15-Aug-1954	6	6	3	2	RMC	
Mr.	Bharatkumar D. Dangar	07054236	AGXPD1902D	ID		24-Dec-2017	24-Dec-2017		21	18-Sep-1978	1	1	1	1	SC	
Mr.	Sridhar Srinivasan	07240718	AHHP9245F	ID		12-Dec-2018	12-Dec-2018		9	03-May-1960	2	2	3	1	AC	



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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	Shanti Lal Jain	ED	Member	12-Oct-2018	
2	Gopal Krishan Agarwal	ID	Chairperson	03-Sep-2018	25-Jul-2019
3	Ajay Kumar	NED,ND	Member	13-Jan-2017	
4	Debasish Panda	NED,ND	Member	05-Apr-2018	
5	Sridhar Srinivasan	ID	Chairperson	26-Jul-2019	

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	Vikramaditya Singh Khichi	ED	Member	01-Oct-2018	
2	Bharatkumar D. Dangar	ID	Chairperson	22-Jan-2018	
3	Shanti Lal Jain	ED	Member	20-Sep-2018	
4	Papia Sengupta	ED	Member	01-Jan-2017	

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	Vikramaditya Singh Khichi	ED	Member	01-Oct-2018	
2	Shanti Lal Jain	ED	Member	20-Sep-2018	



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3	Hasmukh Adhia	ID,C & NED	Chairperson	01-Mar-2019	
4	P. S. Jayakumar	ED	Member	13-Oct-2015	
5	Papia Sengupta	ED	Member	01-Jan-2017	
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	
2	Debasish Panda	NED,ND	Member	10-May-2018	
3	Gopal Krishan Agarwal	ID	Member	01-Nov-2018	25-Jul-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
25-Apr-2019	25-Jul-2019	Yes	10	4
22-May-2019	21-Aug-2019	Yes	10	3
07-Jun-2019	26-Sep-2019	Yes	10	3
13-Jun-2019		Yes		
27-Jun-2019		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days)	35



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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	Number of independent directors present
Audit Committee	04-Apr-2019	12-Jul-2019	Yes	3	1
Audit Committee	25-Apr-2019	24-Jul-2019	Yes	3	1
Audit Committee	18-May-2019	25-Jul-2019	Yes	3	1
Stakeholders Relationship Committee	26-Jun-2019		Yes		
Risk Management Committee	21-May-2019	24-Jul-2019	Yes	6	2
Risk Management Committee	07-Jun-2019	26-Sep-2019	Yes	6	3
Nomination & Remuneration Committee	22-May-2019		Yes		
Audit Committee	22-May-2019	04-Sep-2019	Yes	3	1
Audit Committee	27-Jun-2019	27-Sep-2019	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	40

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
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 subject to RBI/GOI guidelines and hence, have two separate Committees i.e. Nomination Committee and Remuneration Committee under RBI / GOI guidelines. The information reported pertains to Nomination Committee. We also follow RBI guidelines for Risk Management Committee

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



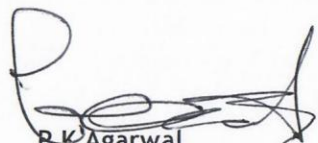
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ANNEXURE III

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	

Name :
Designation :


P.K. Agarwal
Company Secretary

