

BANK OF BARODA – CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31.12.2017

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	1	1
Mr.	Gopal Krishan Agarwal	00226120	AAEPA9231F	NED,ND	26-Jul-2016			1	1	0
Ms.	Usha A Narayanan	06939539	ABSPN6530H	NED,ID	12-Dec-2015	11-Dec-2018	2	1	1	1
Mrs.	Soundara Kumar	01974515	AAXPS4712N	NED,ID	24-Dec-2017	23-Dec-2020	0.1	6	3	1
Mr.	Bharatkumar D Dangar	07054236	AGXPD1902D	NED,ID	24-Dec-2017	23-Dec-2020	0.1	1	0	0



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II. Composition of Committees

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

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mayank K. Mehta	ED	Member
2	Ashok Kumar Garg	ED	Member
3	Papia Sengupta	ED	Member
4	Biju Varkkey	NED,ND	Chairperson

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
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			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Biju Varkkey	NED,ND	Member
2	Lok Ranjan	NED,ND	Member
3	Ravi Venkatesan	C,NED	Chairperson



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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>
20-Jul-2017	09-Oct-2017	37
11-Aug-2017	14-Nov-2017	
13-Sep-2017	22-Dec-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>
				74
Audit Committee	25-Oct-2017	3	11-Jul-2017	
Audit Committee	13-Nov-2017	3	10-Aug-2017	
Audit Committee	14-Nov-2017	3	11-Aug-2017	
Audit Committee	04-Dec-2017	3		
Audit Committee	22-Dec-2017	3		
Stakeholders Relationship Committee	15-Dec-2017	3	11-Aug-2017	
Risk Management Committee	12-Dec-2017	3	11-Jul-2017	
Risk Management Committee		3	12-Sep-2017	
Nomination & Remuneration Committee	11-Dec-2017	3		



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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

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. 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. The information reported pertains to nomination committee.

Name :
Designation :


P K Agarwal
Company Secretary

