



बैंक ऑफ़ बड़ौदा **Bank of Baroda**

BCC:ISD:111:16:237

Date: 22nd May 2019

The Vice-President, B S E Ltd., Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 BSE CODE-532134	The Vice-President, National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 CODE-BANKBARODA
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Dear Sir/ Madam,

Re: Bank of Baroda - Outcome of the Board Meeting pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015

We refer to our notification no. BCC:ISD:111:16:217 dated 15th May 2019 advising the date of Board Meeting. We now advise the outcome of the Board Meeting as under:


The Board of Directors of Bank of Baroda in its meeting held today i.e. 22nd May 2019 *inter alia*:

1. Considered and approved the Standalone (Audited) / Consolidated (Audited) Annual Financial Results of Bank of Baroda together with relevant segment reporting, for the quarter / financial year ended 31st March 2019 pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015. A copy of the Financial Results in prescribed format along with Auditor's Report and Press Release is enclosed.
2. Approved raising of additional capital fund up to Rs. 19,400/- crore upto 31.03.2020 and beyond if found expedient, comprising of Rs. 11,900/- crore by way of Common Equity Capital by various modes including QIP, ESPS, etc. in suitable stages and Rs. 7,500/- crore by way of Additional Tier I / Tier II capital instruments with an inter-changeability option, issued in India/Overseas in suitable tranches. This will be subject to applicable statutory/regulatory approvals.
3. Considered and approved the issuance of upto 15,00,00,000 (Fifteen Crore) fresh equity shares to its employees and whole time directors in one or multiple tranches under Bank of Baroda Employee Share Purchase Scheme ("BOB-ESPS") pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014, subject to modalities of scheme to be finalized by Board / Committee of Board. This will be subject to applicable statutory/regulatory approvals.
4. Bank has not declared any dividend for the FY 2018-19.

The Meeting commenced at 11.00 a.m. and concluded at 4:45 p.m.

We request you to take a note of the above pursuant to relevant regulation/s of SEBI (LODR) Regulations, 2015 and upload the information on your website.

Yours faithfully,


P K Agarwal
Company Secretary

Encl. - As Above

बड़ौदा कार्पोरेट सेन्टर, सी-26, जी-ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बान्द्रा (पू.), मुंबई - 400 051, भारत.

Baroda Corporate Centre, C-26, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, India.

फोन / Phone : 91 22 6698 5812 / 5733 • ई-मेल / E-mail : companysecretary.bcc@bankofbaroda.com • वेब / Web : www.bankofbaroda.com

Audited Financial Results for the Quarter/ Year Ended 31st March 2019

(₹ in lakhs)

Sr. No.	Particulars	Quarter Ended			Year Ended (Standalone)		Year Ended (Consolidated)	
		31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
		Audited	Reviewed	Audited	Audited	Audited	Audited	Audited
1	Interest earned (a)+(b)+(c)+(d)	1331418	1294171	1103926	4997411	4364854	5290625	4605642
	(a) Interest /discount on advances / bills	918441	900044	745689	3438897	2906982	3562320	3010643
	(b) Income on investments	325324	331578	278071	1278672	1042016	1417523	1156664
	(c) Interest on balances with Reserve Bank of India and other inter bank funds	43463	39894	38269	173520	241479	201322	262022
	(d) Others	44190	22655	41897	106322	174377	109460	176313
2	Other Income	197041	162114	169590	609099	665715	788705	799221
3	Total Income (1 + 2)	1528459	1456285	1273516	5606510	5030569	6079330	5404863
4	Interest Expended	824722	819848	703700	3129030	2812677	3250572	2916048
5	Operating Expenses (a)+ (b)+ (C)	317658	282584	303267	1128798	1017337	1276897	1132658
	(a) Employees cost	141300	130353	126849	503913	460687	543412	490158
	(b) Rent Taxes & Lighting	28273	24791	26843	103867	101108	109864	106495
	(c) Other operating expenses	148085	127440	149575	521018	455542	623621	536005
6	Total Expenditure (4+5) excluding provisions and contingencies	1142380	1102432	1006967	4257828	3830014	4527469	4048706
7	Operating Profit (3-6) before Provisions and Contingencies	386079	353853	266549	1348682	1200555	1551861	1356157
8	Provisions (other than tax) and Contingencies	539929	279420	667238	1278867	1479629	1399403	1566724
	of which provisions for NPA & Diminution value of all restructured a/cs	555010	341602	705253	1219240	1421172	1232298	1433539
9	Exceptional Items	-	-	-	-	-	-	-
10	Profit (+) / Loss (-) from Ordinary Activities before tax (7-8-9)	(153850)	74433	(400689)	69815	(279074)	152458	(210567)
11	Provision for Taxes	(54713)	27308	(90455)	26463	(35893)	43751	(19362)
12	Net Profit (+) / Loss (-) from Ordinary Activities after tax (10-11)	(99137)	47125	(310234)	43352	(243181)	108707	(191205)
	Less: Minority Interest	NA	NA	NA	NA	NA	6616	5129
	Add: Share of earnings in Associates	NA	NA	NA	NA	NA	7919	7624
13	Extraordinary items (net of tax expenses)	-	-	-	-	-	-	-
14	Net Profit (+) / Loss (-) for the period (12-13)	(99137)	47125	(310234)	43352	(243181)	110010	(188710)
15	Paid-up equity share capital (Face Value of ₹2 each)	53036	53036	53036	53036	53036	53036	53036
16	Reserve excluding Revaluation Reserve	-	-	-	4089663	3970807	4648199	4284959
17	Analytical Ratios							
	i) Percentage of shares held by Government of India	63.74	63.74	64.03	63.74	64.03	63.74	64.03
	ii) Capital Adequacy Ratio(%) -Basel-III	13.42	11.67	12.13	13.42	12.13	14.52	12.87
	a CET 1 Ratio (%)	10.38	8.65	9.23	10.38	9.23	11.60	10.08
	b Additional Tier 1 Ratio (%)	1.17	1.21	1.23	1.17	1.23	1.12	1.19
	iii) Earnings Per Share							
	Basic EPS before and after Extraordinary items net of tax expenses (not annualized) [in ₹.]	(3.75)	1.78	(13.44)	1.64	(10.53)	4.16	(8.17)
	Diluted EPS before and after Extraordinary items net of tax expenses (not annualized) [in ₹.]	(3.22)	1.78	(13.44)	1.41	(10.53)	3.58	(8.17)
	iv) NPA Ratios							
	(a) Gross NPA	4823277	5318428	5648039	4823277	5648039		
	Net NPA	1560950	1913050	2348265	1560950	2348265		
	(b) % of Gross NPA	9.61	11.01	12.26	9.61	12.26		
	% of Net NPA	3.33	4.26	5.49	3.33	5.49		
	v) Return on Assets (annualized) %	(0.52)	0.25	(1.77)	0.06	(0.34)	Not Applicable	Not Applicable

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Notes forming part of the audited financial results for the Quarter/ Year Ended 31st March 2019

- The above financial results have been reviewed by the Audit Committee of the Board and approved by the Board of Directors in their respective meetings held on May 22, 2019. The same have been subjected to audit by the Statutory Central Auditors of the Bank. The auditors have issued an unmodified opinion on above financial results.
- The financial results of the bank for the quarter and year ended March 31, 2019 have been prepared based on the same accounting policies and practices as those followed in preceding financial year ended March 31, 2018.
- The figures for the quarter ended March 31, 2019 and March 31, 2018 are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the respective financial years.
- The Government of India on March 28, 2019 infused an amount of Rs 5042 crores towards preferential allotment of equity shares. Pending allotment of the shares, the amount has been disclosed under share application money pending allotment as on March 31, 2019. The Bank has considered such amount received from Government of India as a part of Common Equity Tier-1 (CET 1) capital as on March 31, 2019 as per RBI letter DBR.CO.BP.No.9771/21.01.002/2018-19 dated May 17, 2019.
- RBI Circular DBOD.NO.BP.BC.1/21.06.201/2015-16 dated July 01, 2015 on Basel III Capital Regulations read together with RBI circular no DBR.NO.BP.BC. 80/21.06.201/2014-15 dated March 31, 2015 on Prudential Guidelines on Capital Adequacy and Liquidity Standards Amendments requires banks to make applicable Pillar 3 disclosures including leverage ratio and liquidity coverage ratio under the Basel- III framework. These details are being made available on our website "www.bankofbaroda.com". These disclosures have not been subjected to audit by the Statutory Central Auditors of the Bank.
- The financial results for the year ended March 31, 2019, have been arrived at after considering provision for NPAs, Standard Assets, Standard Derivative Exposures, Restructured Assets, exposures to entities with Unhedged Foreign Currency Exposure, GST registered borrowers and depreciation / Provision for Investments and Non-Performing Investments on the basis of prudential norms and specific guidelines issued by the RBI. As a consistent practice, the Bank has made a provision of 20% on the Secured Sub-standard Advances as against the regulatory requirement of 15%. In addition to the above, provision is made on non-fundbased facilities of NPA borrowers by applying 50% credit conversion factor (CCF). The provision is based on the asset class of the fund-based facility of the borrower. Also 100% provision is made on certain class of non-performing retail advances.

Provisions for contingencies, Employee Benefits, Direct Taxes (including Deferred Tax) have been made as per applicable Accounting Standards issued by Institute of Chartered Accountants of India.

- As per RBI Circular No. DBR.No.BO.15199/21.04.048/2016-17 dated June 23, 2017, for the accounts covered under the provisions of Insolvency and Bankruptcy Code (IBC), the bank is holding total provision of Rs 20565 lakhs (Rs 30937 Lakhs as at March 31, 2018).

8 Statement of Assets & Liabilities is as under:-

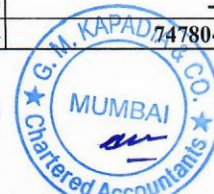
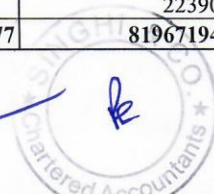
(Rs in lakhs)

	Standalone		Consolidated	
	As on 31st March 2019	As on 31st March 2018	As on 31st March 2019	As on 31st March 2018
	Audited	Audited	Audited	Audited
CAPITAL & LIABILITIES				
Capital	53036	53036	53036	53036
Share Application Money Pending Allotment	504200	-	504200	-
Reserves and Surplus	4541073	4286441	4941915	4603587
Minority Interest	-	-	34130	27252
Deposits	63868972	59131482	66558869	60745137
Borrowings	6720130	6257197	6886753	6485982
Other Liabilities and Provisions	2411329	2271821	2988291	2865498
TOTAL	78098740	71999977	81967194	74780492
ASSETS				
Cash and Balances with Reserve Bank of India	2666173	2269964	2822535	2403499
Balances with Banks and Money at Call and Short Notice	6256789	7019774	6965949	7338776
Investments	18229808	16318453	19571624	17513723
Advances	46881874	42743183	48421481	43794126
Fixed Assets	699029	536739	714371	553228
Other Assets	3365067	3111864	3448844	3177140
Goodwill on Consolidation	-	-	22390	-
TOTAL	78098740	71999977	81967194	74780492

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- 9 The Bank has considered exposure to 6 borrowers in Infrastructure Financial Services group as “Non performing” and made provision of Rs 40070 lakhs for the year ended March 31, 2019, which is 23.70% of the outstanding amounts.
- 10 RBI vide its letter DBR. No.BP.BC.9730/21.04.018/2017-18 dated April 27, 2018 had permitted banks to spread the additional liability on account of enhancement in gratuity limits from Rs 10 lakhs to Rs 20 lakhs over four quarters beginning with the quarter ended March 31, 2018 under the Payment of Gratuity Act, 1972. The bank had exercised the option in March 31, 2018 and provided an amount of Rs 9700 lakhs being one fourth of the liability and balance unamortised gratuity expenses of Rs 29100 lakhs was deferred to subsequent quarters. There is no unamortized balance in respect of such gratuity provision as at March 31, 2019.
- 11 Pursuant to the Accounting Standard 10 (revised) on “Property, Plant & Equipment” an amount of Rs 38804 lakhs (Previous year Rs 35898 lakhs) related to depreciation on revalued portion of fixed assets has been transferred from revaluation reserve to revenue reserve.
- 12 RBI vide circular no.DBR.No.BP.BC.108/21.04.048/2017-18 dated June 6, 2018, permitted banks to continue the exposure to MSME borrowers to be classified as Standard Assets. Accordingly, Bank has retained MSME loans amounting Rs 146834 lakhs as Standard Assets as on March 31, 2019 and not recognised interest income of Rs 442 lakhs for the current year and maintained standard assets provision of Rs 7342 lakhs for these accounts for the year ended March 31, 2019.
- 13 As per RBI Circular No. DBR.No.BP.BC.18/21.04.048/2018-19 dated January 1, 2019 on ‘Restructuring of Advances - Micro, Small and Medium Enterprises (MSME) Sector’ (One Time Restructuring), 5640 MSME borrower accounts were restructured during the year ended March 31, 2019 amounting to Rs 19075 lakhs.
- 14 The Bank during the year ended March 31, 2019 has issued the following tranches of BASEL-III compliant Tier-II bonds

Issue Date	Bond	Amount (in Rs. Lakhs)
December 07, 2018	Series XVIII	97150
December 17, 2018	Series XIX	24000
January 10, 2019	Series XX	28500
February 14, 2019	Series XXI	46000

Further, the bank has redeemed two series of bonds IPDI 1 (Tier I) & Series IX (Tier II) of Rs 30020 lakhs & Rs 100000 lakhs respectively.

- 15 The Bank has estimated the liability for unhedged foreign currency in terms of RBI circular DBOD.No.BP.BC.85/21.06.200/2013-14 dated January 15, 2014 and maintained a provision of Rs 7258 lakhs as on March 31, 2019 (Previous year Rs 3802 lakhs)
- 16 Other income of the Bank includes income from non fund based activities such as brokerage, commission, fees, income from foreign exchange fluctuation, profit / loss on sale of investments, recovery from written off accounts and income from sale of priority sector lending certificates etc.,
- 17 The Government of India through a gazette notification F.No.1/1/2017-BOA dated January 2, 2019 approved the scheme of amalgamation between Bank of Baroda, Dena Bank and Vijaya Bank. This notification was issued in consultation with Reserve Bank of India. On January 2, 2019 the Board of Directors of the Bank and the Board of Directors of Vijaya Bank and Dena Bank at their respective meetings, approved amalgamation of Vijaya Bank and Dena Bank with the Bank. The Boards of respective banks have also approved the swap ratio of 402 equity shares of Face Value Rs 2/- each of Bank of Baroda for every 1000 equity shares of Face Value Rs 10/- each of Vijaya Bank and the swap ratio of 110 equity shares of Face Value Rs 2/- each of Bank of Baroda for every 1000 shares of Face Value Rs 10/- each of Dena Bank. The amalgamation has come into effect from April 1, 2019, the appointed date, accordingly, this amalgamation does not have any impact on the financial results of the Bank as at March 31, 2019.
- 18 The Board of Directors and the Shareholders of the Bank had approved the issue of 1000 lakh shares of the Bank under Equity Share Purchase Scheme (ESPS) offer to the permanent employees of the Bank in their meetings held on November 29, 2018 and January 21, 2019 respectively subject to approval from regulatory authorities / Government of India. In view of the Amalgamation of Dena Bank and Vijaya Bank with Bank of Baroda, the scheme has been withdrawn.

A fresh proposal for issue of 1500 lakh equity shares to the employees under ESPS scheme 2019 is approved by board of directors subject to necessary approvals from shareholders/ regulatory authorities/ Government of India.

- 19 As per RBI circular No. DBR.BP.BC.No.32/21.04.018/2018-19 dated April 1, 2019, in case the additional provisioning for NPAs assessed by RBI exceeds 10% of the reported profit before provisions and contingencies and/or additional Gross NPAs identified by RBI exceeds 15% of published incremental Gross NPAs for the reference period then banks are required to disclose divergences from prudential norms on income recognition, asset classification and provisioning. Accordingly, no disclosure is made in respect of divergence reported for the financial year 2017-18, as the same is not beyond the above mentioned thresholds.



- 20 Pursuant to the proposed bipartite agreement on wage revision (due with effect from November 01, 2017), a sum of Rs 52486 lakhs (Previous year Rs 10000 lakhs) for the year ended March 31, 2019.
- 21 Non-Performing Assets Provisioning Coverage Ratio (including floating provision) is 78.68% as on March 31, 2019 (Previous year 67.21%).
- 22 In reporting of Segment Assets, Liabilities, Revenue, Results, certain estimates and assumptions have been considered by the management, which have been relied upon by the Statutory Central Auditors.
- 23 Details of Investor's complaints for the quarter ended March 31, 2019: Pending at Beginning: 0; Received: 224; Disposed off: 224; Closing: 0.
- 24 A penalty of Rs 574 Lakhs has been imposed on the Bank by Reserve Bank of India during the year ended March 31, 2019 on various matters out of which Rs 400 lakhs on account of delay in implementation of SWIFT related operational controls.
- 25 Notes on Segment Reporting
- a. As per the guidelines of the RBI on compliance with the Accounting Standards, the bank has adopted "Treasury Operations", "Wholesale", "Retail" and "Other Banking Operations", as primary business segments and "Domestic" and "International" as secondary / geographic segments for the purpose of compliance with Accounting Standard 17 on Segment Reporting issued by Institute of Chartered Accountants of India (ICAI).
- b. Segment revenue represents revenue from external customers.
- c. Capital employed for each segment has been allocated proportionate to the assets of the respective segment.
- 26 Notes on Consolidated Financial Statement (CFS)
- a. The above financial results have been reviewed by the Audit Committee of the Board and approved by the Board of Directors in their respective meetings held on May 22, 2019. The same have been subjected to an audit by the Statutory Central Auditors of the Bank.
- b. The CFS are prepared in accordance with Accounting Standard 21 on "Accounting for Consolidated Financial Statements", Accounting Standard 23 on Accounting for "Investment in Associates" and Accounting Standard 27 on "Financial Reporting of Interest in Joint Venture" in CFS.
- c. During the year ie on September 28, 2018, the bank has acquired additional 51% share in Baroda Asset Management Co. Ltd (Formerly Baroda Pioneer Asset Management Co. Ltd) and Baroda Trustee Co. Pvt. Ltd (Formerly Baroda Pioneer Trustee Co. Pvt. Ltd) Accordingly these companies are wholly owned subsidiaries of the Bank as at March 31, 2019 (Previously Associates with holding of 49% in respective Companies).
- 27 The figures of the previous period have been regrouped / rearranged, wherever necessary, to conform to the current period classification.

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Segment reporting for the Quarter/ Year Ended 31st March 2019

Part A-Business Segments

(₹ in lakhs)

Sr. No.	Particulars	Quarter Ended			Year Ended (Standalone)		Year Ended (Consolidated)	
		31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
		Audited	Reviewed	Audited	Audited	Audited	Audited	Audited
1	Segment Revenue							
	(a) Treasury Operations	457118	446580	387770	1700192	1677799	1806804	1767457
	(b) Wholesale Banking	563757	571604	483976	2069777	1870692	2134735	1926890
	(c) Retail Banking	487233	438101	388359	1816190	1436020	1890197	1507243
	(d) Other Banking Operations	20350	-	13411	20350	46058	247594	203273
	Total Revenue	1528458	1456285	1273516	5606509	5030569	6079330	5404863
2	Segment Results							
	(a) Treasury Operations	117293	138890	25646	249135	264156	284188	297381
	(b) Wholesale Banking	(403496)	(162802)	(388100)	(557669)	(449085)	(531360)	(431281)
	(c) Retail Banking	187670	184645	32311	683628	144045	698090	159176
	(d) Other Banking Operations	14636	-	9483	14636	33594	28459	43817
	Total	(83897)	160733	(320660)	389730	(7290)	479377	69093
	Unallocated Expenditure	69953	86300	80029	319915	271784	325615	277165
	Profit before Tax	(153850)	74433	(400689)	69815	(279074)	153762	(208072)
	Provision for Tax	(54713)	27308	(90455)	26463	(35893)	43751	(19362)
	Net Profit	(99137)	47125	(310234)	43352	(243181)	110011	(188710)
3	Segment Assets							
	(a) Treasury Operations	22389446	27400925	26809912	22389446	26809912	24321670	27877959
	(b) Wholesale Banking	35496645	32115574	31134207	35496645	31134207	36366275	31715604
	(c) Retail Banking	18998409	14572219	13011177	18998409	13011177	19636587	13470923
	(d) Other Banking Operations	-	-	-	-	-	425151	667944
	(e) Unallocated	1214240	716257	1044681	1214240	1044681	1217511	1048062
	Total Assets	78098740	74804975	71999977	78098740	71999977	81967194	74780492
4	Segment Liabilities							
	(a) Treasury Operations	20927856	25743612	25194064	20927856	25194064	22689801	26141983
	(b) Wholesale Banking	33179413	30173102	29257732	33179413	29257732	33926270	29740656
	(c) Retail Banking	17758187	13690836	12226986	17758187	12226986	18319064	12632081
	(d) Other Banking Operations	0	0	-	-	-	396625	626350
	(e) Unallocated	1134974	672935	981718	1134974	981718	1135822	982799
	Total Liabilities	73000430	70280485	67660500	73000430	67660500	76467582	70123869
5	Capital Employed							
	(a) Treasury Operations	1461590	1657313	1615848	1461590	1615848	1631869	1735976
	(b) Wholesale Banking	2317232	1942472	1876475	2317232	1876475	2440005	1974948
	(c) Retail Banking	1240222	881383	784191	1240222	784191	1317523	838842
	(d) Other Banking Operations	-	-	-	-	-	28526	41594
	(e) Unallocated	79266	43322	62963	79266	62963	81689	65263
	Total Capital Employed	5098310	4524490	4339477	5098310	4339477	5499612	4656623

Part- B : Geographic Segments

Sr. No.	Particulars	Quarter Ended			Year Ended (Standalone)		Year Ended (Consolidated)	
		31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
		Audited	Reviewed	Audited	Audited	Audited	Audited	Audited
1	Revenue							
	(a) Domestic	1364801	1289001	1147047	4980380	4534256	5300341	4779777
	(b) International	163658	167284	126469	626130	496313	778989	625086
	Total	1528459	1456285	1273516	5606510	5030569	6079330	5404863
2	Assets							
	(a) Domestic	66968171	59438470	55328716	66968171	55328716	68530203	56908076
	(b) International	11130569	15366505	16671261	11130569	16671261	13436991	17872416
	Total	78098740	74804975	71999977	78098740	71999977	81967194	74780492

Vikramaditya Singh Khichi
Vikramaditya Singh Khichi
 Executive Director

Shanti Lal Jain
Shanti Lal Jain
 Executive Director

Papia Sengupta
Papia Sengupta
 Executive Director

Gopal Krishan Agarwal
Gopal Krishan Agarwal
 Director

P S Jayakumar
P S Jayakumar
 Managing Director & CEO

Dr. Hasnukh Adhia
Dr. Hasnukh Adhia
 Chairman

Place : Mumbai
 Date : May 22, 2019



Kalyaniwalla & Mistry LLP
Chartered Accountants,
Esplanade House,
29, Hazarimal Somani Marg,
Mumbai - 400 001.

Singhi & Co.
Chartered Accountants,
161, Sarat Bose Road,
Kolkata - 700 026.

G. M. Kapadia & Co.
Chartered Accountants,
1007, Raheja Chambers,
213, Nariman Point, Mumbai-400 021.

S. R. Dinodia & Co. LLP
Chartered Accountants,
K-39, Connaught Place,
New Delhi - 110 001.

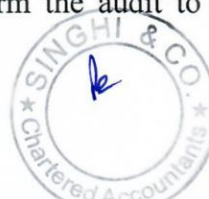
Auditor's Report on Standalone Quarterly Financial Results and Year to Date results of Bank of Baroda Pursuant to the Regulation 33 of the SEBI (Listings Obligations and Disclosure Requirement's) Regulations, 2015

To
Board of Directors of
Bank of Baroda

1. We have audited the accompanying Statement of Standalone Financial Results of Bank of Baroda (hereinafter referred as the "Bank") for the quarter and year ended March 31, 2019 attached herewith, being submitted by the Bank pursuant to the requirement of Regulation 33 of the Security and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Regulations). Further, the disclosures relating to "Pillar 3 under Basel III Capital Regulations", "Leverage Ratio" and "Liquidity Coverage Ratio" which have been disclosed on the Bank's website and in respect of which a link has been provided in the aforesaid standalone financial results (Note no. 5) have not been reviewed or audited by us.

The quarterly standalone financial results are the derived figures between the audited figures in respect of the year ended March 31, 2019 and the published year-to-date figures up to December 31, 2018, being the date of the end of the third quarter of the current financial year, which were subject to a limited review.

2. These Financial Results have been prepared on the basis of the annual standalone financial statements and reviewed quarterly financial results up to the end of the third quarter which are the responsibility of the Banks Management and have been approved by the Board of Directors. Our responsibility is to express an opinion on these financial results based on our audit of the annual standalone financial statements, which have been prepared in accordance with the recognition and measurement principles prescribed under accounting standards issued by the Institute of Chartered Accountants of India (ICAI) as applicable to banks, provision of section 29 of the Banking Regulation Act, 1949, circulars, guidelines and directions issued by the Reserve Bank of India (RBI) from time to time. and other accounting principles generally accepted in India in compliance with Regulation 33 of the SEBI Regulations
3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable



Kalyaniwalla & Mistry LLP
Chartered Accountants


Singhi & Co.
Chartered Accountants

G. M. Kapadia & Co.
Chartered Accountants

S. R. Dinodia & Co. LLP
Chartered Accountants

assurance about whether the standalone financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as standalone financial results. An audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion.

4. These standalone financial results incorporate the relevant returns of 20 branches and 1 Specialized Integrated Treasury Branch audited by us, 3045 domestic branches and 34 foreign branches audited by other auditors specially appointed for this purpose and unaudited returns in respect of 2491 branches. These unaudited returns cover 7.87 percent of advances portfolio of the Bank.
5. In our opinion and to the best of our information and according to the explanations given to us, these quarterly standalone financial results as well as the year to date results:
 - i) have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - ii) give a true and fair view of the standalone net loss and other financial information for the quarter ended March 31, 2019 as well as the standalone net profit and other financial information for the financial results for the year ended March 31, 2019.

<p>For Kalyaniwalla & Mistry LLP Chartered Accountants FRN:104607W/W100166</p> <p> (Daraius Fraser) Partner M. No.: 042454</p> <p></p>	<p>For Singhi & Co. Chartered Accountants FRN: 302049E</p> <p> (Rajiv Singhi) Partner M. No.: 053518</p> <p></p>
<p>For G. M. Kapadia & Co. Chartered Accountants FRN: 104767W</p> <p> (Atul Shah) Partner M. No.: 039569</p> <p></p>	<p>For S. R. Dinodia & Co. LLP. Chartered Accountants FRN: 001478N/N500005</p> <p> (Sandeep Dinodia) Partner M. No.: 083689</p> <p></p>

Place: Mumbai

Date: May 22, 2019.



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Singhi & Co.
Chartered Accountants,
161, Sarat Bose Road,
Kolkata - 700 026.

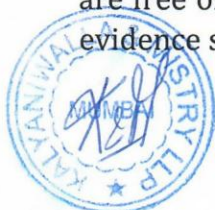
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K-39, Connaught Place,
New Delhi - 110 001.

Auditors Report on Quarterly Consolidated Financial Results and Year to Date results of Bank of Baroda Pursuant to the Regulation 33 of the SEBI (Listings Obligations and Disclosure Requirement's) Regulations, 2015

To
The Board of Directors of
Bank of Baroda

1. We have audited the accompanying Statement of Consolidated Financial Results for the quarter and year ended March 31, 2019 of Bank of Baroda (hereinafter referred as the "Bank") and its subsidiaries, jointly controlled entities (together referred to as "the Group") and associates (hereinafter referred as the "Statement"), being submitted by the Bank pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations). Further, the disclosures relating to "Pillar 3 under Basel III Capital Regulations" and "Leverage Ratio" as have been disclosed on the Bank's website and in respect of which a link has been provided in aforesaid Statement (Note no. 5) have not been reviewed or audited by us.
2. This statement, have been prepared on the basis of the annual consolidated financial statements for the year ended March 31, 2019, which are the responsibility of the Bank's Management and have been approved by the Board of Directors. Our responsibility is to express an opinion on this statement based on our audit of the annual consolidated financial statements, which have been prepared in accordance with the recognition and measurement principles prescribed under accounting standards issued by the Institute of Chartered Accountants of India (ICAI) as applicable to banks, provision of section 29 of the Banking Regulation Act, 1949, circulars, guidelines and directions issued by Reserve Bank of India (RBI) from time to time and other accounting principles generally accepted in India in compliance with Regulation 33 of the SEBI Regulations
3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as Consolidated Financial Results. An



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audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion.

4. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on the financial statements and other information of subsidiaries, joint ventures and associates referred to in para below, these consolidated financial statements:
- a. Includes the standalone financial results /consolidated financial results wherever applicable, of the following entities:

I. Subsidiaries

- i) The Nainital Bank Limited
- ii) BOB Financial Solutions Limited (Formerly known as Bob Cards Limited)
- iii) Bob Capital Markets Limited
- iv) Baroda Global Shared Services Limited
- v) Baroda Sun Technologies
- vi) Baroda Assets Management India Limited (Formerly known as Baroda Pioneer Assets Management Co. Limited) (Subsidiary with effect from September 28, 2018. Earlier was an associate)
- vii) Baroda Trustee India Private Limited (Formerly known as Baroda Pioneer Trustee Company Private Limited) (Subsidiary with effect from September 28, 2018. Earlier was an associate)
- viii) Bank of Baroda (Uganda) Limited
- ix) Bank of Baroda (Kenya) Limited
- x) Bank of Baroda (Botswana) Limited
- xi) Bank of Baroda (New Zealand) Limited
- xii) Bank of Baroda (Ghana) Limited
- xiii) Bank of Baroda (Guyana) Inc.
- xiv) Bank of Baroda (UK) Limited
- xv) Bob (UK) Ltd (Non-Functional)
- xvi) Bank of Baroda (Tanzania) Limited
- xvii) BOB (Trinidad and Tobago) Ltd

II. Joint Ventures

- i) India Infradebt Limited
- ii) India First Life Insurance Company Limited
- iii) India International Bank (Malaysia) Bhd



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Chartered Accountants,

III. Associates

- i) Baroda Uttar Pradesh Gramin Bank
- ii) Baroda Rajasthan Kshetriya Gramin Bank
- iii) Baroda Gujrat Gramin Bank
- iv) Indo Zambia Bank Limited

b. have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, except for the disclosures relating to consolidated Pillar 3 disclosure as at March 31, 2019, including leverage ratio and liquidity coverage ratio under Basel III Capital Regulations as have been disclosed on the Bank's website and in respect of which a link has been provided in the Statement (Note no. 5) and have not been reviewed or audited by us; and

c. gives a true and fair view in conformity with the recognition and measurement principles laid down in aforesaid Accounting Standard, RBI Guidelines and other accounting principles generally accepted in India of the consolidated net profit and other financial information of the Group for the year ended March 31, 2019.

5. We did not audit the financial statements of 12 subsidiaries and 1 jointly controlled entities included in the consolidated financial results, whose financial statements reflect total assets of Rs. 1,897,640 lacs as at March 31, 2019, total revenues of Rs. 203,246 lacs, total net profit after tax of Rs. 52,790 lacs and cash flows (net) of Rs.109,557 lacs for the year ended on that date, as considered in the consolidated financial results. The consolidated financial results also include the Group's share of net profit of Rs. 241 lacs for the year ended March 31, 2019, as considered in the consolidated financial results, in respect of 1 associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of the Subsidiaries, Jointly Controlled Entities and Associates is based solely on the reports of the other auditors.

Our opinion on the Statement is not modified in respect of the above matters.



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Chartered Accountants,

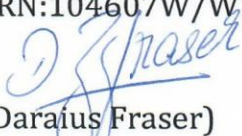





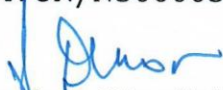

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Chartered Accountants,

6. The consolidated financial results includes the unaudited financial statements of 5 subsidiary and 2 jointly controlled entities whose financial statements reflect total assets of Rs. 2,701,408 lacs as at March 31, 2019, total revenue of Rs. 276,846 lacs, total net profit after tax of Rs. 9,078 lacs and cash flows (net) of Rs. (189,842) lacs for the year ended on that date, as considered in the consolidated financial results. The consolidated financial results also includes the Group's share of net profit after tax of Rs. 7,660 lacs for the year ended March 31, 2019, as considered in the consolidated financial results, in respect of 3 associates, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the Statement is not modified in respect of the above matter.

<p>For Kalyaniwalla & Mistry LLP Chartered Accountants FRN: 104607W/W100166</p> <p> (Daraius Fraser) Partner M. No.: 042454</p> <p></p>	<p>For Singhi & Co. Chartered Accountants FRN: 302049E</p> <p> (Rajiv Singh) Partner M. No.: 053518</p> <p></p>
<p>For G. M. Kapadia & Co. Chartered Accountants FRN: 104767W</p> <p> (Atul Shah) Partner M. No.: 039569</p> <p></p>	<p>For S. R. Dinodia & Co. LLP. Chartered Accountants FRN: 001478N/N500005</p> <p> (Sandeep Dinodia) Partner M. No.: 083689</p> <p></p>

Place: Mumbai

Date: May 22, 2019





बैंक ऑफ़ बड़ोदा **Bank of Baroda**

DECLARATION OF AUDIT REPORT WITH UNMODIFIED OPINION

We hereby declare that Auditors Report on Standalone Annual Accounts of the Bank for the Financial Year ended 31st March, 2019 contain unmodified opinion.

G Ramesh
Head (Corp. A/Cs & Taxation) and CFO

P S Jayakumar
Managing Director & CEO

22/05/2019



बैंक ऑफ़ बड़ौदा *Bank of Baroda*

DECLARATION OF AUDIT REPORT WITH UNMODIFIED OPINION

We hereby declare that Auditors Report on Consolidated Annual Accounts of the Bank for the Financial Year ended 31st March, 2019 contain unmodified opinion.

G Ramesh
Head (Corp. A/Cs & Taxation) and CFO

P S Jayakumar
Managing Director & CEO

22/05/2019

Press Release

**BANK OF BARODA ANNOUNCES FINANCIAL RESULTS
FOR Q4 FY 2019 AND FY (Apr-Mar 2019)**

Robust domestic credit growth for eight quarters; domestic margins improve; GNPA/NPAs lower in absolute and % terms; transformation journey and merger on track with focus on world-class operational and analytics capabilities.

Highlights

- Domestic Y-o-Y credit growth remained in double-digits for eight quarters. Terminal and average growth of 14.17% and 18.75% respectively. Retail loans increased by 24.18% led by home and auto loans at 22.15% and 49.43% respectively.
- Net Interest Income (NII) increased to INR 4,863 crore. Adjusting for IT refund of INR 204 crore in March 2019, NII increased by 25.73% on a Y-o-Y basis. Domestic core fee income increased by 10.41% Y-o-Y to INR 995 crore.
- Consolidated and Standalone Operating Profit stood at INR 15,519 crore and INR 13,487 crore respectively for FY 2019 an increase of 12.34% and 14.43% respectively. Treasury trading gains were lower at INR 989 crore from INR 1,878 crore in FY 2018. Standalone Operating Profit for Q4 FY 19 stood at INR 3,861 crore registering an increase of 44.88%.
- Net Interest Margin (NIM) improved to 2.90% in Q4 FY 19 from 2.69% last quarter. For the year, NIM increased to 2.72% from 2.43% in the previous year. Domestic NIM increased to 2.98% in Q4 FY 19 (adj. for IT refund) from 2.80% last quarter.
- Gross NPA reduced to 9.61% as on March 31, 2019 against 11.01% last quarter. Net NPA fell to 3.33% from 4.26% last quarter. Absolute amount of Net NPA also declined by INR 3,521 crore to INR 15,609 crore, lowest in eight quarters.
- The Bank front-ended NPL provisions of INR 5,550 crore. PCR including TWO increased to 78.68% and PCR excluding TWO increased to 67.64% as on March 31, 2019 from 73.47% and 64.03% respectively as on December 31, 2018.
- Bank recorded loss on a standalone basis of INR 991 crore for Q4 FY 19 due to acceleration in provisions. For the whole year, standalone and consolidated profit stood at INR 433 crore and INR 1,100 crore respectively.
- With capital infusion of INR 5,042 crore by GoI, Capital Adequacy Ratio (CAR) and CET-1 increased to 13.42% and 10.38% versus 11.67% and 8.65% in December 2018. RWA increased by only 0.6% Y-o-Y against 11% Y-o-Y increase in earning assets underlying capital efficiency. Consolidated CAR and CET-1 improved in March 2019 to 14.52% (12.62% in December 2018) and 11.60% (9.74% in December 2018) respectively.

Bank of Baroda announced its results for the Quarter and Year ended on March 31, 2019, following the approval of its Board of Directors on May 22, 2019.

Results at a Glance (Standalone Basis)

All figures in INR crore

Particulars	Quarterly Results			Annual Results		
	Q4 FY 19	Q4 FY 18	% Change	FY19	FY18	% Change
Interest Income	13,111	10,905	20.23	49,771	43,189	15.24
Interest Expenses	8,247	7,037	17.19	31,290	28,127	11.25
Net Interest Income (NII)	4,863	3,868	25.73	18,480	15,061	22.70
Customer Fee Income	1,076	1,088	-1.10	3,837	3,617	6.08
Customer Income (NII + Fee Income)	5,939	4,956	19.84	22,317	18,678	19.48
Other Non-Interest Income	894	608	47.04	2,254	3,040	-25.86
a) Trading Gains – Profit from Sale of Investments	416	170	144.96	989	1,878	-47.33
b) Recovery from TWO	315	254	23.99	832	621	34.05
Non-Customer Interest Income	204	134	52.10	204	461	-55.75
Operating Income (NII + Other Income)	7,037	5,698	23.50	24,775	22,179	11.70
Operating Expenses	3,177	3,033	4.75	11,288	10,173	10.96
<i>of which, Employee Cost</i>	1,413	1,268	11.43	5,039	4,607	9.38
Operating Profit	3,861	2,665	44.88	13,487	12,006	12.34
Total Provisions	4,852	5,768	(15.88)	13,053	14,437	(9.59)
<i>of which Provision for NPA</i>	5,550	7,053	(21.31)	12,192	14,212	(14.21)
Profit before Tax	5,399	6,678	(23.69)	12,788	14,796	(15.70)
Provision for Tax	(547)	(905)		265	(359)	
Net Profit	(991)	(3,102)		433	(2,432)	

BUSINESS

- **Domestic CASA deposits** registered a growth of **8.36 % Y-o-Y**. **CASA deposits to Total Domestic Deposits at 40.23% versus 41.18% as on March 31, 2018.**
- **Domestic Deposits** stood at **INR 5,17,966 crore** as on March 31, 2019 up by **11.91%** from **INR 4,66,974 crore** as on March 31, 2018.
- **Domestic advances** grew by **14.17%** to **INR 3, 70,185 crore** as on March 31, 2019 from **INR 3, 24,239 crore** as on March 31, 2018. The increase was led by **retail loans** which grew by **24.18%**.
- Contribution of Bank's **International Business** at the end of March 31, 2019 was **19.81%** compared with **19.87%** as of December 31, 2018 due to effect of rationalisation of overseas operations setting in.
- Modified duration of AFS investments and total investment as on March 31, 2019 is **0.89 and 3.47**
- The Bank's **Total Business** stood at **INR 11,07,509 crore** as on March 31, 2019 up by **8.71%** from **INR 10,18,747 crore** as on March 31, 2018.

OPERATING PERFORMANCE

- The **Operating Profit** stood at **INR 3,861 crore** as against **INR 3,539 crore** in the **previous quarter**. For the financial year 2019, Operating profit increased by 12.34% due to **22.70%** increase in Net Interest Income at **INR 18,480 crore**. Customer fee income increased by 6.08% to **INR 3,837 crore**.
- **Net Interest Income (NII)** increased to **INR 4,863 crore**. Adjusting for IT refund of **INR 204 crore** in March 2019, NII increased by 25.73%. **Domestic core fee income** increased by **10.41%** Y-o-Y to **INR 955 crore**. **Operating income (NII + Other income)** increased by **23.50%** Y-o-Y to **INR 7,037 crore**.
- **Net Interest Margin (NIM)** improved to **2.90%** in March 2019 from **2.69%** in December 2018. **NIM of domestic operations** (adj. for IT refund) increased to **2.98%** from **2.80%** in December 2018.
- **Bank posted loss of INR 991 crore** for the quarter ending **March 31, 2019** on account of **accelerated specific provisions on NPLs at INR 5,550 crore** from **INR 3,416 crore** in the **previous quarter**. For the **whole year**, **standalone and consolidated profit** stood at **INR 433 crore** and **INR 1,100 crore** respectively.

ASSET QUALITY

- **Fresh slippage** for the quarter and the financial year was at **INR 3,192 crore and INR 10,138 crore respectively.**
- **Provision for NPAs** was at **INR 5,550 crore for the quarter.** However, Credit cost for the financial year 2019 declined to **2.43%** from **3.48% in 2018.**
- **Gross NPA (GNPA)** was **INR 48,233 crore** as on March 31, 2019 compared to **INR 53,184 crore** as on December 31, 2018. **GNPA** ratio declined to **9.61%** from **11.01%** as on December 31, 2018
- **Net NPA** ratio declined to **3.33%** as on March 31, 2019 from **4.26%** as on December 31, 2018. Absolute amount of **Net NPA** also declined to **INR 3,521 crore** from **INR 19,130 crore** as on December 31, 2018.
- Exposure in accounts under **NCLT 1** list was **INR 3,908 crore** and **NCLT 2** list was **INR 3,831 crore** as on March 31, 2019.
- Provision coverage under **NCLT 1** and **NCLT 2** list was **95.63%** and **84.11%** respectively.

CAPITAL ADEQUACY

Capital Adequacy Ratio of the Bank stood at **13.42%** and **CET-1** at **10.38%** versus **11.67%** and **8.65%** in December 31, 2018. Consolidated CET-1 and Capital Adequacy Ratios improved in March 2019 at **11.60%** (**9.74%** in December 2018) and **14.52%** (**12.62%** in December 2018) respectively.

TRANSFORMATION OF THE BANK

The Bank's transformation journey involving multi-dimensional initiatives across Business Units and Support Functions continue to reap dividends.

The Bank is leveraging the impetus gained through multi-dimensional initiatives cutting across all business units and supporting functions like IT, HR, Operations & Services to widen the spectrum considering the amalgamation w.e.f. 1st April 2019.

The future ready Bank with digitization and Product, Process and People change management architecture has left its imprint on the respective Business Units with Corporate, Retail, MSME loan books looking up with robust quality portfolio and concomitant return on capital.

Banking on the move, Tab Banking continue to play a pivotal role in ease of account opening process and customer delight.

Shared Services Centre continues progress and more functions have been migrated to centralized set up such as Pension Payment, ATM monitoring and debit card issuance. Dashboards and constant focus on controls and compliance remain the underpinning core values of centralization of processes.

Strategic Tie-ups with market players in the field of agri, e-commerce, Fintech will enable bank to augment business besides improving market share and strategic rationalization of International Operations along with fungible credit limits paving the way for more profitable operations across overseas territories

Reward, Recognition and Employee engagement reinforces the philosophy of grow with the Bank and employee motivation along with agile process so as to provide cultural

Bank has put in place customer segmentation with a focus on hyper personalisation to cross sell products and continuous feedback from customers helps the bank in meeting the aspirations of the customers on an ongoing basis.

Bank is making paradigm shift in making the operating Units to focus on "Sales and Service" model with enabling atmosphere of centralization of back office functions.

Centres of Excellence in IT and Analytics will further drive technological adoption and cutting edge tools to improve business performance.

Against the backdrop of amalgamation, Bank is poised to showcase a very strong fundamentals to be a premier Bank in the country with world class experience to the customers.

May 22, 2019
Mumbai

About Bank of Baroda

Bank of Baroda ("The Bank") established on July 20, 1908 is an Indian state-owned banking and financial services organization, headquartered in Vadodara (earlier known as Baroda), in Gujarat, India.

Bank of Baroda is one of India's largest banks with a strong domestic presence spanning 5,546 branches and 9,661 ATMs and Cash Recyclers supported by self-service channels. The Bank has a significant international presence with a network of 101 overseas offices spanning 21 countries. The Bank has wholly owned subsidiaries including BOB Financial Solutions Limited (erstwhile BOB Cards Ltd.) and BOB Capital Markets. Bank of Baroda also has joint ventures for life insurance with India First Life Insurance and for asset management with Baroda Pioneer Asset Management. The Bank owns 98.57% in The Nainital Bank. The Bank has also sponsored three Regional Rural Banks namely Baroda Uttar Pradesh Gramin Bank, Baroda Rajasthan Gramin Bank and Baroda Gujarat Gramin Bank.

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