

ANNEXURE I

1. Name of Listed Entity - Bank Of Baroda
2. Quarter ending - 31-Mar-2018

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	1
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			3	3	2
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	27	1	1	1
Mrs.	Soundara Kumar	01974515	AAAXPS4712N	NED,ID	24-Dec-2017	23-Dec-2020	3	6	3	1
Mr.	Bharatkumar D Dangar	07054236	AGXPD1902D	NED,ID	24-Dec-2017	23-Dec-2020	3	1	1	1





II. Composition of Committees

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

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

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Soundara Kumar	NED,ID	Member
2	Ravi Venkatesan	C,NED	Chairperson
3	P S Jayakumar	ED	Member
4	Mayank K. Mehta	ED	Member
5	Ashok Kumar Garg	ED	Member
6	Papia Sengupta	ED	Member
7	Usha A Narayanan	NED,ID	Member

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Lok Ranjan	NED,ND	Member
2	Biju Varkkey	NED,ND	Member
3	Ravi Venkatesan	C,NED	Chairperson





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)
09-Oct-2017	22-Jan-2018	32
14-Nov-2017	09-Feb-2018	
22-Dec-2017	14-Mar-2018	

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	08-Jan-2018	3	25-Oct-2017	30
Audit Committee	08-Feb-2018	3	13-Nov-2017	
Audit Committee	09-Feb-2018	3	14-Nov-2017	
Audit Committee	08-Mar-2018	3	04-Dec-2017	
Audit Committee		3	22-Dec-2017	
Stakeholders Relationship Committee	13-Mar-2018	3	15-Dec-2017	
Risk Management Committee	09-Feb-2018	3	12-Dec-2017	
Nomination & Remuneration Committee		3	11-Dec-2017	

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 : P K Agarwal
Designation : Company Secretary

कृत बंक ऑफ बड़ौदा
For Bank of Baroda

कंपनी सचिव
Company Secretary





ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Not Applicable#
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes





Performance Evaluation of Independent Directors	17(10)	Not Applicable#
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Not Applicable#
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) &	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Not Applicable*
Approval for material related party transactions	23(4)	Not Applicable*
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable#
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) &	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Not Applicable#
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

#The Composition of Board of Directors of Bank of Baroda is governed through "Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970" i.e. the Act, meaning thereby the provision of the Companies Act, 1956/2013 are Not Applicable. All the Directors, except elected Directors amongst the Shareholders' other than Central Government, are appointed / Nominated by Government of India pursuant to the provisions under Section 9(3) of the Act. The Bank is regulated by Reserve Bank of India in respect of major compliance matters.

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

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Name : P K Agarwal
Designation : Company Secretary

कृते बैंक ऑफ बड़ौदा
For Bank of Baroda

कंपनी सचिव
Company Secretary

