

BANK OF BARODA – CORPORATE GOVERNANCE REPORT – 30.06.2019

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	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	Membership in Committees of the Company
Mr.	Hasmukh Adhia	00093974	ABIPA0026H	ID,C & NED		01-Mar-2019		4	1	0	0	RMC,NRC
Mr.	P. S. Jayakumar	01173236	AAJPP8809R	ED	CEO-MD	13-Oct-2015			0	0	0	RMC
Mrs.	Papia Sengupta	07701564	ALQPS3068P	ED		01-Jan-2017			1	2	0	SC,RMC
Mr.	Shanti Lal Jain	07692739	ADSPJ3288N	ED		20-Sep-2018			0	2	0	AC,SC,RMC
Mr.	Vikramaditya Singh Khichi	08317894	AFYPK6738C	ED		01-Oct-2018			0	1	0	SC,RMC
Mr.	Debasish Panda	06479085	ABWPP3300P	NED,ND		05-Apr-2018			0	1	0	AC,NRC
Mr.	Ajay Kumar	07732926	AEAPK5520M	NED,ND		13-Jan-2017			0	1	0	AC
Mr.	Biju Varkkey	01298281	ADKPV2319N	ID		25-Apr-2016	24-Apr-2019	36	2	2	1	SC,NRC
Mr.	Gopal Krishan Agarwal	00226120	AAEPA9231F	ID		26-Jul-2016		32	1	1	1	AC,NRC
Mrs.	Soundara Kumar	01974515	AAXPS4712N	ID		24-Dec-2017		18	4	3	1	RMC
Mr.	Bharatkumar D. Dangar	07054236	AGXPD1902D	ID		24-Dec-2017		18	1	1	1	SC
Mr.	Sridhar Srinivasan	07240718	AHHP59245F	ID		12-Dec-2018		6	2	0	0	RMC

Company Remarks	
Whether Permanent chairperson appointed	Yes



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ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Gopal Krishan Agarwal	ID	Chairperson	03-Sep-2018	
2	Shanti Lal Jain	ED	Member	20-Sep-2018	
3	Ajay Kumar	NED,ND	Member	13-Jan-2017	
4	Debasish Panda	NED,ND	Member	05-Apr-2018	

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	Bharatkumar D. Dangar	ID	Chairperson	22-Jan-2018	
2	Vikramaditya Singh Khichi	ED	Member	01-Oct-2018	
3	Biju Varkkey	ID	Member	09-Oct-2017	24-Apr-2019
4	Shanti Lal Jain	ED	Member	20-Sep-2018	
5	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	Hasmukh Adhia	ID,C & NED	Chairperson	01-Mar-2019	
2	Sridhar Srinivasan	ID	Member	20-Mar-2019	
3	Soundara Kumar	ID	Member	22-Jan-2018	
4	Vikramaditya Singh Khichi	ED	Member	01-Oct-2018	
5	Shanti Lal Jain	ED	Member	20-Sep-2018	
6	P. S. Jayakumar	ED	Member	13-Oct-2015	
7	Papia Sengupta	ED	Member	01-Jan-2017	

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	Gopal Krishan Agarwal	ID	Member	01-Nov-2018	
3	Biju Varkkey	ID	Member	14-May-2018	24-Apr-2019
4	Debasish Panda	NED,ND	Member	10-May-2018	

Company Remarks	
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Whether Permanent chairperson appointed	Yes
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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
02-Jan-2019	25-Apr-2019
10-Jan-2019	22-May-2019
29-Jan-2019	07-Jun-2019
20-Feb-2019	13-Jun-2019
20-Mar-2019	27-Jun-2019

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

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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	02-Jan-2019	04-Apr-2019	3	Yes
Audit Committee	28-Jan-2019	25-Apr-2019	4	Yes
Audit Committee	29-Jan-2019	18-May-2019	3	Yes
Stakeholders Relationship Committee	16-Jan-2019	26-Jun-2019	4	Yes
Stakeholders Relationship Committee	22-Mar-2019			Yes
Risk Management Committee	21-Jan-2019	21-May-2019	6	Yes
Risk Management Committee	01-Mar-2019	07-Jun-2019	7	Yes
Risk Management Committee	20-Mar-2019			Yes
Nomination & Remuneration Committee	10-Jan-2019	22-May-2019	3	Yes
Audit Committee		22-May-2019	4	Yes
Audit Committee		27-Jun-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	64

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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	



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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 :
Designation :


P K Agarwal
Company Secretary & Compliance Officer

