

BANK OF BARODA – CORPORATE GOVERNANCE – 31.12.2019

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive / Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directors hip in listed entities including this listed entity	No of Independent Directors hip in listed entities including this listed entity	No of members hips 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	ID,C & NED		01-Mar-2019	01-Mar-2019		10	03-Nov-1958	NA		1	1	0	0	RMC,N RC	
Mr.	P. S. Jayakumar	01173236	ED	CEO-MD	13-Oct-2015	13-Oct-2015	12-Oct-2019		08-Apr-1962	NA		1	0	0	0		
Mr.	Murali Ramaswami	08659944	ED		01-Oct-2019	01-Oct-2019			20-Dec-1960	NA		1	0	1	0	SC,RC	
Mr.	Shanti Lal Jain	07692739	ED		20-Sep-2018	20-Sep-2018			01-Jan-1965	NA		1	0	2	0	AC,SC, RC	
Mr.	Vikramaditya Singh Khichi	08317894	ED		01-Oct-2018	01-Oct-2018			24-Jul-1962	NA		1	0	1	0	SC,RC	
Mr.	Debasish Panda	06479085	NED,ND		05-Apr-2018	05-Apr-2018			05-Jan-1962	NA		1	0	1	0	AC	
Mr.	Ajay Kumar	07732926	NED,ND		13-Jan-2017	13-Jan-2017			20-May-1969	NA		1	0	1	0	AC	
Mr.	Biju Varkkey	01298281	ID		21-Oct-2019	21-Oct-2019		2	22-Dec-1965	NA		3	3	1	1		
Mrs.	Soundara Kumar	01974515	ID		24-Dec-2017	24-Dec-2017		24	15-Aug-1954	NA		6	6	4	2	RMC	
Mr.	Bharatkumar D. Dangar	07054236	ID		24-Dec-2017	24-Dec-2017		24	18-Sep-1978	NA		1	1	1	1	AC,SC	
Mr.	Srinivasan Sridhar	07240718	ID		12-Dec-2018	12-Dec-2018		12	03-May-1960	NA		2	2	0	0	AC,SC, RC	

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No



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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	Srinivasan Sridhar	ID	Chairperson	26-Jul-2019	
2	Shanti Lal Jain	ED	Member	12-Oct-2018	
3	Debasish Panda	NED,ND	Member	05-Apr-2018	
4	Ajay Kumar	NED,ND	Member	13-Jan-2017	
5	Bharatkumar D. Dangar	ID	Member	01-Oct-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	Srinivasan Sridhar	ID	Chairperson	08-Nov-2019	
2	Murali Ramaswami	ED	Member	01-Oct-2019	
3	Shanti Lal Jain	ED	Member	20-Sep-2018	
4	Vikramaditya Singh Khichi	ED	Member	01-Oct-2018	
5	Bharatkumar D. Dangar	ID	Member	22-Jan-2018	

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	Murali Ramaswami	ED	Member	01-Oct-2019	
3	Shanti Lal Jain	ED	Member	20-Sep-2018	
4	Vikramaditya Singh Khichi	ED	Member	01-Oct-2018	
5	Soundara Kumar	ID	Member	22-Jan-2018	
6	Srinivasan Sridhar	ID	Member	20-Mar-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes



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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	

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-Jul-2019	08-Nov-2019	Yes	10	5
21-Aug-2019	28-Nov-2019	Yes	10	5
26-Sep-2019	12-Dec-2019	Yes	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	42

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	12-Jul-2019		Yes	3	1
Audit Committee	24-Jul-2019		Yes	3	1
Audit Committee	25-Jul-2019		Yes	3	1
Audit Committee	04-Sep-2019		Yes	3	1
Audit Committee	27-Sep-2019		Yes	3	1
Audit Committee		09-Oct-2019	Yes	4	2
Audit Committee		07-Nov-2019	Yes	4	2
Audit Committee		08-Nov-2019	Yes	5	2
Audit Committee		29-Nov-2019	Yes	4	2
Stakeholders Relationship Committee		01-Oct-2019	Yes	4	1
Stakeholders Relationship Committee		26-Dec-2019	Yes	5	2
Risk Management Committee	24-Jul-2019		Yes	6	2
Risk Management Committee	26-Sep-2019		Yes	6	3
Risk Management Committee		07-Nov-2019	Yes	5	2
Risk Management Committee		26-Dec-2019	Yes	6	3



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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	28

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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	
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	

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:

Notes for Sr No. 1, 2, 3 & 7: - 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

