



बैंक ऑफ बड़ौदा **Bank of Baroda**

BCC:ISD:108:16:18

Date: 08th January 2016

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-Compliance Report on Corporate Governance in compliance of Regulation 27(2) - for the quarter ended 31st December 2015

We forward herewith the Compliance Report on Corporate Governance pursuant to the Regulation 27(2) of the SEBI (Listing Obligation & Disclosure Requirements) 2015 pertaining for the quarter ended 31st December 2015, as per the format prescribed in SEBI Circular No.- CIR/CFD/CMD/5/2015 dated 24.09.2015.

We request you to take a note of the above.

Yours Faithfully,

M.L. Jain
DGM- Company Secretary
& Compliance

Compliance Report on Corporate Governance

1. Name of the Listed Entity : **Bank Of Baroda**
2. Quarter Ending : **31st December 2015**



बैंक ऑफ़ बड़ोदा Bank of Baroda

I. Composition of the Board of Directors

Mr/ Ms	Name of the Director	PAN ^{\$} & DIN	Category (Chairperson/ Executive/ NonExecutive / independent / Nominee) ^{&}	Date of Appointment in the current term /cessation	Tenure * (Completed period)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stake- holder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	* No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1.	Shri Ravi Venkatesan	AAIPV3250D & 00621398	Chairman / Non-Executive / Independent	14.08.2015	-4- months	-2-	-2-	--
2.	Shri P. S. Jayakumar	AAJPP8809R & 01173236	Managing Director & CEO / Whole Time Director	14.08.2015 (Took charge on 13.10.2015)	--	-1-	--	--
3.	Shri Bhuwanchandra B. Joshi	AADPJ3140M & 06713850	Executive Director / Whole Time Director	05.08.2013	--	-1-	-2-	--
4.	Shri Mohammad Mustafa	AEIPM1690Q & 06887517	Non-Executive / Government Nominee	25.11.2014	--	-1-	-1-	--
5.	Smt. Surekha Marandi	ADLPM8673P & 06952573	Non-Executive / RBI Nominee	10.06.2014	--	-1-	-1-	--


 Digitally signed by  on 31/12/2015 at 10:30:30 AM.

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6.	Shri Prem Kumar Makkar	AAEPM7904M & 07204213	Non-Executive	19.09.2014	-1- year & -3- months	-1-	-1-	--
7.	Dr. R. Narayanaswamy	AASPR6356G & 00372919	Non-Executive / Independent	24.12.2014	-1- year	-1-	-1-	-1-
8.	Shri Bharat Kumar Dangar	AGXPD1902D & 07054236	Non-Executive / Independent	24.12.2014	-1- year	-1-	-1-	-1-
9.	Smt. Usha A. Narayanan	ABSPN6530H & 06939539	Non-Executive / Independent	12.12.2015	-19- days	-1-	--	--

§ - PAN number of any director would not be displayed on the website of Stock Exchange

& - Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

*- To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period



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Bank of Baroda



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Compliance Report on Corporate Governance

1. Name of the Listed Entity : **Bank Of Baroda**
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II. Composition of the Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non – executive /independent /Nominee) [§]
1. Audit Committee	a. Dr. R. Narayanaswamy b. Shri B. B. Joshi c. Shri Mohammad Mustafa d. Smt. Surekha Marandi e. Shri Bharat Kumar Dangar	a. Chairman of the Committee / Non-Executive / Independent b. Executive c. Non-Executive / Independent d. Non-Executive / Nominee e. Non-Executive / Independent
2. Nomination & Remuneration Committee	<u>Nomination Committee</u> a. Shri Ravi Venkatesan b. Shri Mohammad Mustafa c. Smt. Surekha Marandi d. Shri Prem Kumar Makkar <u>Remuneration Committee</u> a. Shri Ravi Venkatesan b. Shri Mohammad Mustafa c. Smt. Surekha Marandi d. Dr. R. Narayanaswamy e. Shri Bharat Kumar Dangar	a. Chairman / Non-Executive / Independent b. Non-Executive / Nominee c. Non-Executive / Nominee d. Non-Executive a. Chairman / Non-Executive / Independent b. Non-Executive / Nominee c. Non-Executive / Nominee d. Non-Executive / Independent e. Non-Executive / Independent
3. Risk Management Committee	a. Shri Ravi Venkatesan b. Shri P.S. Jayakumar c. Shri B.B. Joshi d. Shri Bharat Kumar Dangar	a. Chairman / Non-Executive / Independent b. Executive c. Executive d. Non-Executive / Independent
4. Stakeholders Relationship Committee	a. Shri Bharat Kumar Dangar b. Shri B.B. Joshi c. Shri Prem Kumar Makkar	a. Chairman of the Committee / Non-Executive / Independent b. Executive c. Non-Executive

§ - Category of directors means executive/non-executive/independent/Nomine

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 cons
7 th & 8 th June, 2015	5 th November, 2015	-74- days
24 th June, 2015	6 th November, 2015	





Compliance Report on Corporate Governance



1. Name of the Listed Entity : **Bank Of Baroda**
2. Quarter Ending : **31st December 2015**

20 th July, 2015			
29 th July, 2015			
30 th July, 2015			
22 nd August, 2015			
IV. Meeting of Audit Committees			
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 meeting
19 th October, 2015	Yes	15 th June, 2015	-46- days
5 th November, 2015	Yes	29 th July, 2015	
22 nd December, 2015	Yes	22 nd August, 2015	
		15 th September, 2015	
V. Meeting of Nomination 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	
11 th December, 2015	Yes	15 th June, 2015	
VI. Meeting of Remuneration 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	
31 st October, 2015	Yes	21 st August, 2015	
VII. Meeting of Risk Management 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	
15 th October, 2015	Yes	--	
24 th November, 2015	Yes		
VIII. Meeting of Stakeholders Relationship 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	
30 th October, 2015	Yes	30 th June, 2015	
		25 th August, 2015	



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IX. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA)
Whether prior approval of audit committee is obtained for Related Party transactions, if any	N.A. (NIL Transactions)
Whether shareholder approval is obtained for material RPT, if any	N.A. (NIL Transactions)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee, if any	N.A. (NIL Transactions)
X. Affirmations	
We confirm that:	
1. The composition of Board of Directors is in terms of Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970 and Nationalized Banks (Management & Miscellaneous Provisions) Scheme, 1970	
2. The composition of the following committees are in terms of RBI Guidelines / SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee (RBI Guidelines)	
b. Nomination & remuneration committee (RBI Guidelines)	
c. Stakeholders relationship committee (SEBI LODR Regulations, 2015)	
d. Risk management committee (SEBI LODR Regulations, 2015)	
3. The committee members have been made aware of their powers, role and responsibilities as specified in relevant Laws / Regulations.	
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in applicable Laws / Regulations.	
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	
 M.L. Jain DGM - Company Secretary & Compliance	
	
Date : 08 th January 2016 Place : Mumbai	