

## BANK OF INDIA-CORPORATE GOVERNANCE REPORT-MARCH 2019

1. Name of Listed Equity : **Bank of India**  
 2. Quarterly ending : **March, 2019**

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms./ Mrs.)	Name of the Director	PAN (\$) and DIN (&)	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term/ cessation	Tenure* (in months)	No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder 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)
Mr.	G.Padmanabhan	DIN:07130908	Non-Executive Chairman	14-08-2018	-	1	1	--
Mr.	Dinabandhu Mohapatra	DIN:07488705	Executive	05-05-2017	-	2	1	--
Mr.	N. Damodharan	DIN:07759291	Executive	16-02-2017	-	2	3	--
Mr.	A K Das	DIN:07758968	Executive	17-02-2017	-	2	3	--
Mr.	C G Chaitanya	DIN:07986772	Executive	09-10-2017	-	2	3	--
Ms.	Dakshita Das	DIN:07662681	Nominee	13.07.2018	-	2	1	--
Ms.	R. Sebastian	DIN:07938489	Nominee	26-04-2016	-	1	1	--
Ms.	Veni Thapar	DIN 01811724	Nominee Director	21-06-2016	-	1	-	1
Mr.	Debabrata Sarkar	DIN:02502618	Independent director	25-10-2017	17	3	2	1
Mr.	D Harish	DIN:00080245	Independent director	25-10-2017	17	1	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 equity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)\$
<b>1. Audit Committee</b>  Constituted Vide RBI Circular dated 26.09.1995	Ms. Veni Thapar Mr. A K Das Ms. Dakshita Das Ms. R. Sebastian Mr. G. Padmanbhan	Chairperson – Non-Executive Executive Nominee Nominee Director
<b>2. Nomination Committee</b>  Constituted vide RBI Circular No. DBOD. No. BC. No. 47/29.39.001.2007-08 dated November 1, 2007	Mr. G. Padmanabhan Ms. Dakshita Das Ms. Veni Thapar	Chairman – Non-Executive Nominee Non-Executive
<b>3. Risk Management Committee</b>  Constituted vide RBI Circular on Basel 3 Capital Regulations	Mr. G Padmanabhan Mr. Dinabandhu Mohapatra Mr. N Damodharan Mr. A K Das Mr. C G Chaitanya Ms. Veni Thapar Mr. Debabrata Sarkar Mr. D Harish	Chairman – Non-Executive Executive Executive Executive Executive Non-Executive Independent Independent
<b>4. Stakeholders Relationship Committee</b>  Constituted vide Listing Regulations.	Mr. Debabrata Sarkar Mr. D Harish Mr. N Damodharan Mr. A K Das Mr. C G Chaitanya	Chairman - Independent Independent Executive Executive Executive
\$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.		

<b>III. Meeting of Board of Directors</b>			
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 meetings (in number of days)	
1. 11.10.2018 2. 12.11.2018 3. 07.12.2018	1. 11.01.2019 2. 28.01.2019 3. 08.02.2019 4. 19.03.2019	39 days	
<b>IV. Meeting of Committees</b>			
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 meetings in numbers of days*
<b>AUDIT COMMITTEE</b>			
1. 21.01.2019	Yes	1. 11.10.2018	36 days
2. 25.01.2019	Yes	2. 12.11.2018	
3. 28.01.2019	Yes	3. 10.12.2018	
4. 05.03.2019	Yes		
<b>Nomination committee</b>			
1. Nil	N.A	Nil	N.A
<b>Risk Management committee</b>			
1. 21.01.2019	Yes	1. 27.11.2018	56 days
2. 18.03.2019	Yes		
<b>Stakeholders Relationship Committee</b>			
1. 21.02.2019	Yes	1. 27.11.2018	86 days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b>	
		refer note below	
Whether prior approval of audit committee obtained		N.A.	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.	
<b>Note</b>			
1 In the column "Compliance Status", compliance or non-compliance maybe indicated by Yes/No/N.A., for example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed has no related party transactions, the words "N.A." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			

## **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.: Not Applicable; The constitution of the Board is determined under Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: Not Applicable; The composition of the following committees are as per the following statutes:
  - a. Audit Committee (RBI Circular)
  - b. Nomination committee (RBI Circular)
  - c. Stakeholders relationship committee (Yes)
  - d. Risk management committee (RBI Circular)
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.
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 / applicable statutes
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Not Applicable

### **Name & Designation**

**(RAJEEV BHATIA)**  
**Company Secretary**

### **Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Name of the Entity: Bank of India**

**Compliance report on Corporate Governance for the year ended on 31<sup>st</sup> March 2019**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>
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	N.A.
New name and the old name of the listed entity	N.A.

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and /or 'eligibility'	16(1)(b) & 25(6)	Yes, Constituted in terms of Section 9(3) of the Banking Companies (Acquisition and Transfer of Undertakings Act) 1970 and the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 as amended from time to time.

Board Composition	17(1)	Yes, Constituted in terms of Section 9(3) of the Banking Companies (Acquisition and Transfer of Undertakings Act) 1970 and the Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 as amended from time to time.
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, Sitting fees to non-executive directors are paid as fixed by the GOI, MOF.
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	N.A.
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) &(2)	Yes
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) &(8)	Yes
Prior or Omnibus approval of audit Committee for all related party transactions	23(2),(3)	N.A.
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) &(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
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

### 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.

(RAJEEV BHATIA)  
(Company Secretary)