

General Disclosure Statement

Bank of Baroda (New Zealand) Limited

General disclosure statement for the year ended 31 March 2011

**Prepared under Registered Bank Disclosure Statement (Full and
Half-Year – New Zealand Incorporated Registered Banks) Order
2008**

Contents

1.	Definitions	2
2.	General information	3
3.	Guarantee	5
4.	No supplemental disclosure statement	7
5.	Directors	8
6.	Auditors	11
7.	Conditions of registration	12
8.	Pending proceedings or arbitration	16
9.	Credit rating	17
10.	Historical summary of financial statements	18
11.	Banking Group	19
12.	Insurance business	20
13.	Other material matters	21
14.	Directors' statements	22
15.	Auditor's report	23
16.	Financial statements	24
	Appendix 1: Guarantee	25
	Appendix 2: Financial Statements	35

1. Definitions

In this General Disclosure Statement, unless the context otherwise requires:

Act means the Reserve Bank of New Zealand Act 1989;

Bank means Bank of Baroda (New Zealand) Limited;

Banking Group means the Bank and its subsidiaries;

Board means the board of directors of the Bank;

BOB means Bank of Baroda (India);

Director means a director of the Bank;

INR means Indian Rupees;

Parent Guarantee has the meaning given in section 3.1; and

USD means United States Dollars.

Unless otherwise defined in this general disclosure statement, terms defined in the Registered Bank Disclosure Statement (Full and Half-Year – New Zealand Incorporated Registered Banks) Order 2008 (the **Order**) have the same meaning in this document.

2. General information

2.1 Name and address for service of registered bank

- (a) The full name of the Bank is Bank of Baroda (New Zealand) Limited and its address for service is:

Bank of Baroda (New Zealand) Limited
114 Dominion Road
PB No. 56580, Post Code 1446
Auckland
New Zealand

- (b) The Bank's website address is: www.barodanzltd.co.nz

2.2 Details of ultimate parent bank and ultimate holding company

- (a) **Ultimate parent bank**

The Bank's ultimate parent bank is Bank of Baroda (India), an Indian incorporated bank (**BOB**).

BOB is subject to regulatory oversight by the Reserve Bank of India and the Government of India. BOB is not a New Zealand registered bank and is not subject to regulatory oversight by the Reserve Bank of New Zealand.

The address for service of BOB is:

Baroda Corporate Centre
C-26, G-Block
Bandra Kurla Complex
Mumbai – 400 051
India

- (b) **Ultimate holding company**

BOB is the ultimate holding company of the Bank.

Shareholding in BOB

As at 31 March 2011, the Government of India held 57.03% of the total shares in BOB. The remaining 42.97% of the shares in BOB are held by public shareholding (governed by the laws of India). BOB shares are listed on both the National Stock Exchange (India) and on the Bombay Stock Exchange (India). Further details concerning the shareholdings in BOB are on the BOB website: www.bankofbaroda.com

Annual Report of BOB

A copy of the latest BOB annual report "Annual Report 2010–11 Passion to serve. Passion to perform." is on the BOB website: www.bankofbaroda.com

- (c) **A summary of any regulations, legislation or other restrictions of a legally enforceable nature that may materially inhibit the legal ability of BOB to provide material financial support to the Bank**

The obligations of the Bank are guaranteed by BOB (see section 3 below for further information on the guarantee arrangements).

There are no legislative, regulatory or other restrictions of a legally enforceable nature in India (BOB's country of incorporation) that may materially inhibit the legal ability of BOB to provide material financial support to the Bank.

2.3 Interest in 5% or more of voting securities of the Bank

The Bank is a wholly-owned subsidiary of BOB.

2.4 Registered bank

The Bank was incorporated on 27 May 2008 under the Companies Act 1993 as Baroda (New Zealand) Limited and changed its name to Bank of Baroda (New Zealand) Limited on 1 September 2009 upon registration as a bank at this date. The Bank had commenced trading on 21 June 2010.

3. Guarantee

3.1 Guarantee arrangements

As at the date of this general disclosure statement, the obligations of the Bank are guaranteed by BOB.

A copy of the guarantee of the Bank's indebtedness given by BOB is attached as Appendix 1 (the **Parent Guarantee**).

(a) Details of the guarantor

The guarantor is BOB. BOB is the Bank's ultimate parent and ultimate holding company. BOB is not a member of the Banking Group.

The address for service of the guarantor is:

Baroda Corporate Centre
C-26, G-Block
Bandra Kurla Complex
Mumbai – 400 051
India

As at 31 March 2011, the publicly disclosed capital of BOB was INR 209,931,119,000 (USD,4,707,503,509) representing 14.52% of risk weighted exposure.

BOB has the following credit rating applicable to its long-term senior unsecured obligations (payable in INR):

Rating Agency	Current Rating	Outlook	Qualifications	Rating Change in the Last 2 Years
Moody's Investor Services Limited	Baa2	Stable	Nil	Nil
Fitch IBCA, Inc.	BBB-	Stable	Nil	Nil

Details of the applicable rating scale can be found at section 9.2 of this general disclosure statement.

(b) Details of guaranteed obligations

- a. BOB guarantees due payment of all indebtedness of the Bank to the Bank's depositors and other creditors.
 - (i) There are no limits on the amount of the obligations guaranteed.
 - (ii) There are no material conditions applicable to the guarantee, other than non-performance by the Bank.
 - (iii) There are no material legislative or regulatory restrictions in India (BOB's country of incorporation) that would have the effect of subordinating the

claims of the Bank's creditors under the Parent Guarantee to other claims on BOB in a winding up of BOB.

- (iv) The Parent Guarantee does not have an expiry date.

4. **No supplemental disclosure statement**

All of the information required to be disclosed by the Bank under the Order is contained in this general disclosure statement. Accordingly, there is no supplemental disclosure statement.

5. Directors

5.1 Communications

The address to which any document or communication may be sent to any Director is:

Bank of Baroda (New Zealand) Limited
114 Dominion Road
PB No. 56580, Post Code 1446
Auckland
New Zealand

The document or communication should be marked to the attention of the relevant Director.

5.2 Responsible person

The responsible person authorised to sign this general disclosure statement on behalf of the Directors in accordance with section 82 of the Act is Satish C. Vermani.

5.3 Directors' details

Mangalore Devadas Mallya

Chairman & Non-Executive Director

Bachelor of Engineering with Distinction from Karnataka Regional Engineering College, Suratkal.

Post-graduation Diploma in Management from Indian Institute of Science, Bangalore with Distinction.

Resident of India

Interested transactions

Nil

Directorships

Chairman & Managing Director BOB

Director of The New India Assurance Company Limited

Satish Chander Vermani

Managing Director

MSc, MA, Dip. Mgt.

Resident of New Zealand

Interested transactions

Nil

Directorships

Nil

Dr Rajen Prasad

Independent Director

Ph.D., MA (Hons), BA

Resident of New Zealand

Interested transactions

Nil

Directorships

Nil

Vijaya Vaidyanath
Independent Director
MBA, MA (Hons), BA (Hons)
Resident of New Zealand

Interested transactions
Nil

Directorships
Nil

5.4 **Audit Committee**

The Bank has an Audit Committee.

The members of the Audit Committee are:

- (a) Dr Rajen Prasad, Independent Director;
- (b) Vijaya Vaidyanath (Chair), Independent Director; and
- (c) Satish Vermani, Managing Director.

The Audit Committee will be responsible for the oversight of financial reporting disclosures and other regulatory and statistical compliance.

5.5 **Related parties transaction policy**

The Bank has adopted a related parties transaction policy, which governs the review, approval and ratification of “related party transactions”. For these purposes, a “related party transaction” means:

- (a) any transaction, or a series of similar transaction, which is currently proposed or has been in effect at any time since the beginning of the last fiscal year, in which the Bank was, or is proposed to be, a participant, in which a “related party” had, has or will have a direct or indirect material interest, and where the amount involved exceeds NZD50,000; and
- (b) any material amendment or modification to a transaction described in (a), regardless whether that transaction has previously been approved in accordance with the related parties transaction policy.

A “related party” is any person:

- (a) who is, or at any time since the beginning of the Bank's last fiscal year was, a director or executive officer of the Bank (and includes a nominee to become a director of the Bank); or
- (b) who owns 5% or more of the shares in the Bank; or
- (c) who is an immediate family member of any of the persons described in (a) and (b) above.

Every related party transaction is subject to Board approval. Accordingly, any director or executive officer of the Bank that becomes aware of any potential related party transaction is required to submit details of that transaction to the Board as soon as practicable. In determining whether to approve a related party transaction, the Board will take into account the factors set out in the Bank's related parties transaction policy document. All related party transactions are conducted on normal commercial terms and conditions.

6. **Auditors**

The name and address of the auditor whose review report is referred to in this general disclosure statement is:

PricewaterhouseCoopers
188 Quay Street
Private Bag 92162
Auckland 1142
New Zealand

7. Conditions of registration

The Bank was entered into the Reserve Bank of New Zealand register of registered banks effective 1 September 2009.

Conditions of registration for Bank of Baroda (New Zealand) Limited

These conditions apply on and after 1 April 2011.

The registration of Bank of Baroda (New Zealand) Limited ('the bank') as a registered bank is subject to the following conditions:

1. That the banking group complies with the following requirements:
 - (a) the total capital ratio of the banking group is not less than 8 percent;
 - (b) the tier one capital ratio of the banking group is not less than 4 percent; and
 - (c) the capital of the banking group is not less than \$30 million.

For the purposes of this condition of registration, capital, the total capital ratio and the tier one capital ratio must be calculated in accordance with the Reserve Bank of New Zealand document: "Capital Adequacy Framework (Standardised Approach)" (BS2A) dated October 2010.

- 1A. That—
 - (a) the bank has an internal capital adequacy assessment process ("ICAAP") that accords with the requirements set out in the document "Guidelines on a Bank's Internal Capital Adequacy Process ("ICAAP")" (BS12) dated December 2007;
 - (b) under its ICAAP, the bank identifies and measures its "other material risks" defined as all material risks of the banking group that are not explicitly captured in the calculation of tier one and total capital ratios under the requirements set out in the document "Capital Adequacy Framework (Standardised Approach)" (BS2A) dated October 2010; and
 - (c) the bank determines an internal capital allocation for each identified and measured "other material risk".
2. That the banking group does not conduct any non-financial activities that in aggregate are material relative to its total activities, where the term material is based on generally accepted accounting practice, as defined in the Financial Reporting Act 1993.
3. That the banking group's insurance business is not greater than 1% of its total consolidated assets.

For the purposes of this condition:

- (a) insurance business means any business of the nature referred to in section 4 of the Insurance Companies (Ratings and Inspections) Act 1994 (including those to which the Act is disappplied by sections 4(1)(a) and (b) and 9 of that Act), or any business of the nature referred to in section 3(1) of the Life Insurance Act 1908;
- (b) in measuring the size of a banking group's insurance business:
 - (i) where insurance business is conducted by any entity whose business predominantly consists of insurance business, the size of that insurance business shall be:
 - (A) the total consolidated assets of the group headed by that entity; or

- (B) if the entity is a subsidiary of another entity whose business predominantly consists of insurance business, the total consolidated assets of the group headed by the latter entity;
- (ii) otherwise, the size of each insurance business conducted by any entity within the banking group shall equal the total liabilities relating to that insurance business, plus the equity retained by the entity to meet the solvency or financial soundness needs of the insurance business;
- (iii) the amounts measured in relation to subparagraphs (i) and (ii) shall be summed and compared to the total consolidated assets of the banking group. All amounts in subparagraphs (i) and (ii) shall relate to on balance sheet items only, and shall be determined in accordance with generally accepted accounting practice, as defined in the Financial Reporting Act 1993;
- (iv) where products or assets of which an insurance business is comprised also contain a non-insurance component, the whole of such products or assets shall be considered part of the insurance business.
4. That the aggregate credit exposures (of a non-capital nature and net of any allowances for impairment) of the banking group to all connected persons do not exceed the rating-contingent limit outlined in the following matrix:

Credit rating of the registered bank¹	Connected exposure limit (% of the banking group's Tier 1 capital)
AA/Aa2 and above	75
AA-/Aa3	70
A+/A1	60
A/A2	40
A-/A3	30
BBB+/Baa1 and below	15

Within the rating-contingent limit, credit exposures (of a non-capital nature and net of any allowances for impairment) to non-bank connected persons shall not exceed 15 percent of the banking group's tier 1 capital.

For the purposes of this condition of registration, compliance with the rating-contingent connected exposure limit is determined in accordance with the Reserve Bank of New Zealand document entitled "Connected Exposures Policy" (BS8) dated October 2010.

5. That exposures to connected persons are not on more favourable terms (e.g. as relates to such matters as credit assessment, tenor, interest rates, amortisation schedules and requirement for collateral) than corresponding exposures to non-connected persons.
6. That the bank complies with the following corporate governance requirements:
- (a) the board of the bank must have at least four directors, and on and after 1 April 2013 must have at least five directors;
- (b) the majority of the board members must be non-executive directors;
- (c) at least half of the board members must be independent directors;
- (d) an alternate director,—
- (i) for a non-executive director must be non-executive; and
- (ii) for an independent director must be independent;

¹ This table uses the rating scales of Standard & Poor's, Fitch Ratings and Moody's Investors Service. (Fitch Ratings' scale is identical to Standard & Poor's.)

- (e) at least half of the independent directors of the bank must be ordinarily resident in New Zealand;
- (f) the chairperson of the board of the bank must be non-executive, and on and after 1 April 2013 must be independent; and
- (g) the bank's constitution must not include any provision permitting a director, when exercising powers or performing duties as a director, to act other than in what he or she believes is the best interests of the company (i.e. the bank).

For the purposes of this condition of registration, "non-executive" and "independent" have the same meaning as in the Reserve Bank of New Zealand document entitled "Corporate Governance" (BS14) dated March 2011.

7. That no appointment of any director, chief executive officer, or executive who reports or is accountable directly to the chief executive officer, is made in respect of the bank unless:
 - (a) the Reserve Bank has been supplied with a copy of the curriculum vitae of the proposed appointee; and
 - (b) the Reserve Bank has advised that it has no objection to that appointment.
8. That a person must not be appointed as chairperson of the board of the bank unless:
 - (a) the Reserve Bank has been supplied with a copy of the curriculum vitae of the proposed appointee; and
 - (b) the Reserve Bank has advised that it has no objection to that appointment.
9. That the bank has a board audit committee, or other separate board committee covering audit matters, that meets the following requirements:
 - (a) the mandate of the committee must include: ensuring the integrity of the bank's financial controls, reporting systems and internal audit standards;
 - (b) the committee must have at least three members;
 - (c) on and after 1 April 2012 every member of the committee must be a non-executive director of the bank;
 - (d) the majority of the members of the committee must be independent; and
 - (e) the chairperson of the committee must be independent and must not be the chairperson of the bank.

For the purposes of this condition of registration, "non-executive" and "independent" have the same meaning as in the Reserve Bank of New Zealand document entitled "Corporate Governance" (BS14) dated March 2011.

10. That a substantial proportion of the bank's business is conducted in and from New Zealand.
11. That the banking group complies with the following quantitative requirements for liquidity-risk management:
 - (a) the one-week mismatch ratio of the banking group is not less than zero per cent at the end of each business day;
 - (b) the one-month mismatch ratio of the banking group is not less than zero per cent at the end of each business day; and
 - (c) the one-year core funding ratio of the banking group is not less than 65 per cent at the end of each business day.

For the purposes of this condition of registration, the ratios identified must be calculated in accordance with the Reserve Bank of New Zealand documents entitled "Liquidity Policy"

(BS13) dated March 2011 and “Liquidity Policy Annex: Liquid Assets” (BS13A) dated March 2010.

12. That the bank has an internal framework for liquidity risk management that is adequate in the bank’s view for managing the bank’s liquidity risk at a prudent level, and that, in particular:
- (a) is clearly documented and communicated to all those in the organisation with responsibility for managing liquidity and liquidity risk;
 - (b) identifies responsibility for approval, oversight and implementation of the framework and policies for liquidity risk management;
 - (c) identifies the principal methods that the bank will use for measuring, monitoring and controlling liquidity risk; and
 - (d) considers the material sources of stress that the bank might face, and prepares the bank to manage stress through a contingency funding plan.
13. That no more than 10% of total assets may be beneficially owned by a SPV.

For the purposes of this condition,—

“total assets” means all assets of the banking group plus any assets held by any SPV that are not included in the banking group’s assets:

“SPV” means a person—

- (a) to whom any member of the banking group has sold, assigned, or otherwise transferred any asset;
- (b) who has granted, or may grant, a security interest in its assets for the benefit of any holder of any covered bond; and
- (c) who carries on no other business except for that necessary or incidental to guarantee the obligations of any member of the banking group under a covered bond:

“covered bond” means a debt security issued by any member of the banking group, for which repayment to holders is guaranteed by a SPV, and investors retain an unsecured claim on the issuer.

This condition applies on and after 1 April 2011.

For the purposes of these conditions or registration, the term “banking group” means Bank of Baroda (New Zealand) Limited’s financial reporting group (as defined in section 2(1) of the Financial Reporting Act 1993).

8. **Pending proceedings or arbitration**

As at the date of this general disclosure statement, there are no pending proceedings or arbitration concerning the Bank, whether in New Zealand or elsewhere, that may have a material adverse effect on the Bank.

9. Credit rating

9.1 Rating information

The credit rating of the Bank is as follows:

Rating Agency	Type of Rating	Current Rating	Outlook	Qualifications	Rating Change in the Last 2 Years
Fitch IBCA, Inc.	Long-term foreign currency Issuer Default Rating	BBB-	Stable	Nil	Nil

9.2 Applicable ratings scales

Long Term Debt Ratings	Moody's	S&P	FITCH
Highest quality/Extremely strong capacity to pay interest and principal	Aaa	AAA	AAA
High quality/Very strong	Aa	AA	AA
Upper medium grade/Strong	A	A	A
Medium grade (lowest investment grade)/Adequate	Baa	BBB	BBB
Predominately speculative/Less near term vulnerability to default	Ba	BB	BB
Speculative, low grade/Greater vulnerability	B	B	B
Poor to default/identifiable vulnerability	Caa	CCC	CCC
Highest speculations	Ca	CC	CC
Lowest quality, no interest	C	C	C
Payment in default, in arrears – questionable value		D	D

Moody's applies numeric modifiers to each generic rating category from Aa to B, indicating that the counterparty is (1) in the higher end of its letter rating category, (2) in mid-range, (3) in lower end.

Fitch and S&P apply plus (+) or minus (-) signs to ratings from 'AA to 'CCC' to indicate relative standing within the major rating categories.

10. Historical summary of financial statements

Income Statement	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000	Audited 31 March 2009 10 months ⁽¹⁾ \$'000
Interest income	1,724	660	3
Interest expense	(209)	-	-
Net interest income	1,515	660	3
Other income	265	(6,866)	(1,753)
Total operating income	1,780	(6,206)	(1,750)
Impairment losses on loans and advances	(32)	-	-
Other expenses	(1,554)	(470)	(133)
Net profit/(loss) before taxation	194	(6,676)	(1,883)
Taxation (expense)/benefit	-	-	-
Net profit/(loss) after taxation	194	(6,676)	(1,883)
Minority interests	-	-	-
Dividends paid	-	-	-

Balance Sheet	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000	Audited 31 March 2009 \$'000
Total assets	52,922	40,102	39,142
Total individually impaired assets	-	-	-
Total liabilities	12,653	27	16,025
Total shareholder's equity	40,269	40,075	23,117

⁽¹⁾ The first accounting period for the Bank is the period from 27 May 2008 to 31 March 2009.

These amounts have been taken from the full audited financial statements in Appendix 2.

11. **Banking Group**

At the date of this general disclosure statement, the Bank does not have any subsidiaries and is the only member of the Banking Group.

12. **Insurance business**

The Bank does not conduct any insurance business.

13. **Other material matters**

There are no other matters relating to the business or affairs of the Bank, other than those contained in this general disclosure statement that, if disclosed, would materially affect the decision of a person to subscribe for debt securities of which the Bank is the issuer.

14. Directors' statements

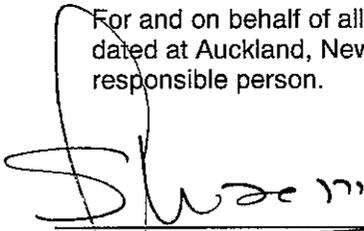
Each Director of the Bank, after due inquiry, believes as at the date of signing that this general disclosure statement:

- a. contains all the information that is required by the Order; and
- b. is not false or misleading.

Each Director of the Bank, after due enquiry believes that for the year ended 31 March 2011:

- a. the Bank has complied with all conditions of registration that applied during the period;
- b. credit exposures to connected persons were not contrary to interests of the Banking Group;
- c. the Bank has systems in place to monitor and control adequately the Banking Group's material risks, including credit risk, concentration of credit risk, interest rate risk, currency risk, equity risk, liquidity risk, operational risk and other business risks, and that those systems were being properly applied.

For and on behalf of all of the Directors of the Bank, this general disclosure statement is dated at Auckland, New Zealand this 27 June 2011 and signed by Satish C. Vermani as responsible person.



Satish C. Vermani
Managing Director
Bank of Baroda (New Zealand) Limited



15. **Independent auditors' report**

The independent auditors' report on this general disclosure statement is attached with the financial statements for the Bank in Appendix 2 to this general disclosure statement. The information required by Schedule 1 of the Order is included in the independent auditor's report.

16. **Financial statements**

The financial statements for the Bank for the year ended 31 March 2011 are attached as Appendix 2 to, and form part of, this general disclosure statement. The information required by Schedules 4 to 9 of the Order is set out in those financial statements.

Appendix 1: Guarantee



बैंक ऑफ़ बड़ौदा *Bank of Baroda*

Deed of Guarantee

relating to

all indebtedness of Bank of Baroda (New Zealand) Limited to the
Creditors

Bank of Baroda

Guarantor

Date 14.08.2008



अंतरराष्ट्रीय प्रभाग : बड़ौदा कॉर्पोरेट सेंटर, सी-26, जी-ब्लॉक, बान्द्रा-कुर्ला कॉम्प्लेक्स, मुंबई 400 051. भारत
International Division Baroda Corporate Centre, C-26, G-Block, Bandra-Kurla Complex, Mumbai 400 051, India.
फोन / Phone : 91 22 6698 5000-04, 6698 5426 ☐ फैक्स / Fax : 91 22 2652 3509
ईमेल / E-mail : gm.international.bcc@bankofbaroda.com ☐ वेब / Web : www.bankofbaroda.com



बैंक ऑफ बड़ौदा Bank of Baroda

Contents

1. Interpretation.....	1
2. Guarantee and indemnity	2
3. Nature of guarantee obligations	3
4. Payments.....	3
5. Assignment	4
6. Notices	4
7. Remedies and waivers	4
8. Miscellaneous	5
9. Governing law and jurisdiction.....	5



अंतरराष्ट्रीय प्रभाग : बड़ौदा कार्पोरेट सेन्टर, सी-26, जी-ब्लॉक, बान्द्रा-कुर्ला कॉम्प्लेक्स, मुंबई 400 051, भारत
International Division Baroda Corporate Centre, C-26, G-Block, Bandra-Kurla Complex, Mumbai 400 051, India.
फोन / Phone : 91 22 6698 5000-04, 6698 5426 ☐ फैक्स / Fax : 91 22 2652 9509
ई-मेल / E-mail : gm.international.bcc@bankofbaroda.com ☐ वेब / Web : www.bankofbaroda.com



बैंक ऑफ बड़ौदा Bank of Baroda

This Deed of Guarantee is made on 13th August, 2008

by Bank of Baroda (Guarantor)

Introduction

At the request of the Bank, the Guarantor has agreed to guarantee all of the indebtedness of the Bank to the Creditors on the terms of this Deed.

It is agreed

1. Interpretation

1.1

Definitions

In this Deed:

Bank means Baroda (New Zealand) Limited (to be renamed Bank of Baroda (New Zealand) Limited);

Creditor means a person to whom the Bank owes indebtedness, including, for the avoidance of doubt, any depositor of the Bank; and

Guaranteed Indebtedness means all indebtedness of the Bank to the Creditors.

1.2

Construction of certain references

In this Deed:

an agreement includes a contract, deed, licence, undertaking and other document or legally enforceable arrangement in writing (present and future) and includes that document as amended, assigned, novated or substituted from time to time;

a business day means a day (other than a Saturday or Sunday) on which registered banks are open for general banking business in Wellington and, where payment is required in foreign currency, banks are open for business in the required place of payment;

a consent includes an approval, authorisation, exemption, filing, licence, order, permit, recording and registration;

costs incurred by a person include all commissions, charges, losses, expenses (including legal fees on a solicitor and own client basis) and taxes incurred by that person;

a guarantee means a suretyship, the economic effect of which is to assume responsibility for the indebtedness or obligations of another person;

indebtedness includes any obligation (whether present or future, secured or unsecured, joint or several, as principal, surety or otherwise) relating to the payment of money;

the liquidation of a person includes the dissolution, administration, winding-up and bankruptcy of that person and any analogous procedure under the law of any jurisdiction in which that person is incorporated, domiciled, carries on business or has property;



बड़ौदा कायरेट सेन्टर, सी-26, जी-ब्लॉक, बान्द्रा-कुर्ला कॉम्प्लेक्स, मुंबई 400 051, भारत
International Division Baroda Corporate Centre, C-26, G-Block, Bandra-Kurla Complex, Mumbai 400 051, India.
फोन / Phone: 91 22 6698 5000-04, 6698 5426 □ फैक्स / Fax: 91 22 2652 3509
ई-मेल / E-mail: gm.international.bcc@bankofbaroda.com □ वेब / Web: www.bankofbaroda.com



बैंक ऑफ बड़ोदा Bank of Baroda

a person includes an individual, body corporate, an association of persons (whether corporate or not), a trust, a state, an agency of a state and any other entity (in each case, established for lawful purposes and whether or not having separate legal personality);

property includes the whole and any part of the relevant person's business, assets, undertaking, revenues and rights (in each case, present and future), and reference to any property includes any legal or equitable interest in it;

writing includes an authenticated SWIFT message, facsimile transmission, an email communication and any means of reproducing words in a tangible and permanently visible form;

a reference to a party, clause, schedule or annexure is a reference to a party to, clause of, schedule to or annexure to, this Deed;

the word including when introducing an example does not limit the meaning of the words to which the example relates;

an agreement, representation or undertaking given by the Guarantor in favour of two or more persons is for the benefit of them jointly and each of them severally; to the extent of cumulative indebtedness only;

a gender includes each other gender;

the singular includes the plural and vice versa;

where a word or phrase is defined, its other grammatical forms have a corresponding meaning; and

any legislation includes a modification and re-enactment of, legislation enacted in substitution for, and a regulation, order-in-council and other instrument from time to time issued or made under, that legislation.

2.

2.1 Headings and the table of contents are to be ignored in construing this Deed.

Guarantee and indemnity

Guarantee

2.2 The Guarantor unconditionally and irrevocably guarantees to the Creditors due payment by the Bank of the Guaranteed Indebtedness.

Payment

2.3 The Guarantor undertakes to the Creditors that if, for any reason, the Bank does not pay to the Creditors when due (whether by acceleration or otherwise) any Guaranteed Indebtedness, it will pay the relevant amount to each relevant Creditor immediately on receiving a written demand from the Creditor accompanied by proof of the relevant Guaranteed Indebtedness.

Unenforceability of obligations

As a separate and continuing undertaking, the Guarantor unconditionally and irrevocably undertakes to the Creditors that, should any Guaranteed indebtedness not be recoverable from the Bank due to:

बड़ोदा कॉर्पोरेट सेंटर, सी-26, जी-ब्लॉक, बान्द्रा-कुर्ला कॉम्प्लेक्स, मुंबई 400 051, भारत

International Division Baroda Corporate Centre, C-26, G-Block, Bandra-Kurla Complex, Mumbai 400 051, India.

91 22 6698 5000-04, 6698 5426 ☎ फैंक्स / Fax : 91 22 2652 3509

E-mail : gm.international.bcc@bankofbaroda.com ☎ वेब / Web : www.bankofbaroda.com





बैंक ऑफ बड़ौदा Bank of Baroda

- (a) a defect in or lack of powers of the Bank or the Guarantor or the irregular exercise of those powers; or
- (b) a defect in or lack of authority by a person purporting to act on behalf of the Bank or the Guarantor; or
- (c) a legal or other limitation (whether under the Limitation Act 1950 or otherwise), disability or incapacity of the Bank or the Guarantor; or
- (d) a liquidation, amalgamation, change in status, constitution or control, reconstruction or reorganisation of the Bank or the Guarantor (or the commencement of steps to effect the same),

it will, as a sole and independent obligation, pay to the Creditors on demand the amount that the Creditors would otherwise have been able to recover (on a full indemnity basis). In this clause, the expression "Guaranteed Indebtedness" includes any indebtedness that would have been included in that expression but for anything referred to in this clause.

3. Nature of guarantee obligations

3.1 Liability as sole principal debtor

As between the Guarantor and the Creditors (but without affecting the obligations of the Bank) the Guarantor is liable under this Deed in relation to the Guaranteed Indebtedness as if it were the sole and principal debtor. However, the Bank will be discharged from its obligations in respect of any Guaranteed Indebtedness to the extent of any payment made by the Guarantor in relation to that Guaranteed Indebtedness.

3.2 No discharge

The Guarantor is not discharged, nor are its obligations affected, by:

- (a) any time, indulgence, waiver or consent at any time given to the Bank; or
- (b) an amendment (however fundamental) to, or replacement of, any agreement; or
- (c) the liquidation, amalgamation, change in status, constitution or control, reconstruction or reorganisation of the Bank (or the commencement of steps to effect any of these).

4. Payments

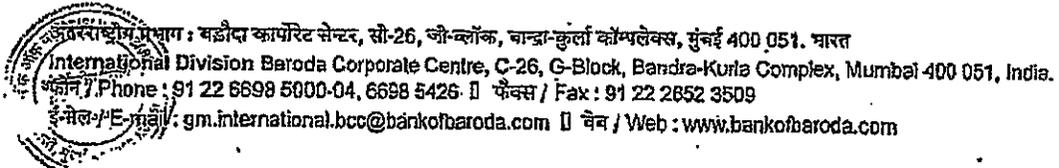
4.1 Mode of payments

Each payment to a Creditor under this Deed is to be made on the due date in immediately available freely transferable funds in the manner that the Creditor, by notice to the Guarantor, specifies from time to time.

Payments to be free and clear

Each payment by the Guarantor to a Creditor under this Deed is to be made:

- (a) free of any restriction or condition; and





बैंक ऑफ बड़ोदा Bank of Baroda

- (b) free and clear of and without any deduction or withholding for or on account of tax or on another account, whether by way of set-off, counterclaim or otherwise (except to the extent required by law).

4.3 Reinstatement

If a payment made by the Guarantor to a Creditor pursuant to this Deed is avoided by law:

- (a) that payment will be deemed not to have discharged or affected the relevant obligation of the Guarantor; and
- (b) that Creditor and the Guarantor will be deemed to be restored to the position in which each would have been if that payment had not been made.

5. Assignment

Neither the Guarantor nor a Creditor may assign or transfer any of its rights or obligations under this Deed.

6. Notices

6.1 Addresses and references

Each notice or other communication under this Deed is to be made in writing and sent by SWIFT messaging, personal delivery or post to the addressee at the address, and marked for the attention of the person or office holder (if any), from time to time designated for the purpose by the addressee to the other party. The SWIFT code, address and relevant person or office holder of the Guarantor, and the address and relevant person or office holder of the Bank, is set out in the Schedule.

6.2 Deemed delivery

No communication will be effective until received in legible form.

7. Remedies and waivers

7.1 Exercise of rights and waivers

Time is of the essence in respect of all dates and times for compliance by the Guarantor with the Guarantor's obligations under this Deed. However, failure to exercise, and delay in exercising, a right of a Creditor under this Deed will not operate as a waiver of that right, subject to laws of limitation, nor will a single or partial exercise of a right preclude another or further exercise of that right or the exercise of another right. No waiver by a Creditor of that Creditor's rights under this Deed is effective unless it is in writing signed by that Creditor.

7.2 Remedies cumulative

The rights of the Creditors under this Deed are cumulative and not exclusive of any rights provided by law.

अंतरराष्ट्रीय ग्रभाग : बडोदा कारपोरेट सेन्टर, सी-26, जी-ब्लॉक, बान्द्रा-कुर्ला कॉम्प्लेक्स, मुंबई 400 051, भारत

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ईमेल / E-mail : gm.international.bcc@bankofbaroda.com I वेब / Web : www.bankofbaroda.com





बैंक ऑफ बड़ौदा **Bank of Baroda**

8. Miscellaneous

8.1 Partial Invalidity

The illegality, invalidity or unenforceability of a provision of this Deed under any law will not affect the legality, validity or enforceability of that provision under another law or the legality, validity or enforceability of another person.

8.2 Enforcement by Creditors

For the purposes of the Contracts (Privity) Act 1982, the Guarantor acknowledges and accepts that its obligations under this Deed shall be enforceable by the Creditors.

9. Governing law and jurisdiction

9.1 Governing law

This Deed is governed by and is to be construed in accordance with New Zealand law.

9.2 In New Zealand

Each of the parties irrevocably and unconditionally agrees that the Courts of New Zealand shall have jurisdiction to hear and determine each suit, action or proceeding (proceedings), and to settle disputes, that may arise out of or in connection with this Deed and for these purposes irrevocably submits to the jurisdiction of those courts.

9.3 Service in New Zealand

The Guarantor agrees that the process by which any suit, action or proceeding in New Zealand is begun may be served on it by being delivered to the Bank without prejudice to any other lawful means of service. The address and relevant person or office holder of the Bank is set out in the Schedule.

5



अंतर्राष्ट्रीय प्रभाग, बड़ौदा कार्पोरेट सेन्टर, सी-26, जी-ब्लॉक, बान्द्रा-कुर्ला कॉम्प्लेक्स, मुंबई 400 051, भारत

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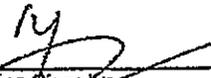


बैंक ऑफ बड़ौदा Bank of Baroda

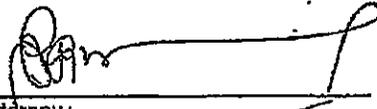
Execution

Executed as a deed

This Deed of Gaurantee in favour of the Creditors of Bank of Baroda (New Zealand) Limited is executed on this the 14th day of August 2008 by Bank of Baroda, a body corporate constituted under the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970 and having its Head Office at Mandvi, Baroda, India and its Corporate Office at Baroda Corporate Centre, C-26, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai, India, by its attorney in the presence of :



Witness Signature



Attorney

BHAGAT SINGH BISHT

Print Name

RAJENDRA KUMAR GARG

Print Name

Asstt. General Manager
(International Operations)

Occupation

Baroda Corporate Centre
C-26, G- Block
Bandra Kurla Complex
Mumbai - 400 051
INDIA

Address



अंतरराष्ट्रीय अभाग : बड़ौदा कारपोरेट सेंटर, सी-26, जी-ब्लॉक, बान्द्रा-कुर्ला कॉम्प्लेक्स, मुंबई 400 051, भारत
International Division Baroda Corporate Centre, C-26, G-Block, Bandra-Kurla Complex, Mumbai 400 051, India.
फोन / Phone : 91 22 6598 5000-04, 6698 5426 ☐ फैक्स / Fax : 91 22 2652 3509
ई-मेल / E-mail : gm.international.bcc@bankofbaroda.com ☐ वेब / Web : www.bankofbaroda.com



बैंक ऑफ़ बड़ोदा Bank of Baroda

The Schedule

Party Details

Guarantor Details

Name	Bank of Baroda
Address for Notices	Plot No. C-26, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, India.
Attention	General Manager (International Operations)
Telephone Number	+91-22-66985454/5426
Email	gm.international.bcc@bankofbaroda.com
SWIFT Code	BARBINBBXXX

Bank Details

Name	Bank of Baroda (New Zealand) Limited
Address for Notices	The Bank's registered office
Attention	Managing Director

भारतीय प्रजासत्ताक बैंक लिमिटेड, सेंट्रल, सी-26, जी-ब्लॉक, चान्द्रा-कुर्ला कॉम्प्लेक्स, मुंबई 400 051, भारत
International Division Baroda Corporate Centre, C-26, G-Block, Bandra-Kurla Complex, Mumbai 400 051, India.
फोन / Phone : 22-6698 5000-04, 6698 5426 □ फैक्स / Fax : 91 22 2652 3509
ई-मेल / E-mail : gm.international.bcc@bankofbaroda.com □ वेब / Web : www.bankofbaroda.com

Appendix 2: Financial Statements

Bank of Baroda (New Zealand) Limited

Company Number 2135104

Financial Statements for the year ended 31 March 2011

Contents

Independent Auditors' Report	37 - 39
Financial Statements	40 - 44
Notes to Financial Statements	45 - 87



Independent Auditors' Report

To the shareholder of Bank of Baroda (New Zealand) Limited

Report on the Financial Statements (excluding Supplementary Information Relating to Capital Adequacy)

We have audited pages 40 to 87 of the General Disclosure Statement of Bank of Baroda (New Zealand) Limited (the 'Bank') which consists of the financial statements and the supplementary information (excluding the supplementary information relating to capital adequacy disclosed in Notes 45, 46 and 47) required by Schedules 4 and 6 to 9 and Clause 17 of Schedule 3 of the Registered Bank Disclosure Statement (Full and Half-Year – New Zealand Incorporated Registered Banks) Order 2008 (the 'Order'). The financial statements comprise the balance sheets as at 31 March 2011, the income statements, statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information for the Bank.

Directors' Responsibility for the Financial Statements

The Directors of Bank of Baroda (New Zealand) Limited are responsible for the General Disclosure Statement, which includes financial statements prepared in accordance with Clause 22 of the Order and generally accepted accounting practice in New Zealand and that give a true and fair view of the matters to which they relate. The Directors are also responsible for such internal controls as the Directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In addition, the Directors are responsible for including supplementary information in the General Disclosure Statement which complies with Schedules 4 and 6 to 9 and Clause 17 of Schedule 3 of the Order.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements and the supplementary information (excluding the supplementary information relating to capital adequacy disclosed in Note 45, 46 and 47) disclosed in accordance with Clause 22, Schedules 4 and 6 to 9 and Clause 17 of Schedule 3 of the Order and presented to us by the Directors. We conducted our audit in accordance with International Standards on Auditing (New Zealand) and International Standards on Auditing. These standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider the internal controls relevant to the entity's preparation of financial statements that give a true and fair view of the matters to which they relate in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, as well as evaluating the overall presentation of the financial statements.



Independent Auditors' Report

Bank of Baroda (New Zealand) Limited

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

We carry out other assignments on behalf of the Bank in the area of other assurance services. In addition, certain partners and employees of our firm may deal with the Bank on normal terms within the ordinary course of trading activities of the Bank. These matters have not impaired our independence as auditors of the Bank. We have no other interests in the Bank.

Opinion

In our opinion, the financial statements on pages 40 to 87 (excluding the supplementary information disclosed in the balance sheet and Notes 6, 27, 42, 43, 44, 45, 46 and 47):

- (i) comply with generally accepted accounting practice in New Zealand;
- (ii) comply with International Financial Reporting Standards; and
- (iii) give a true and fair view of the financial position of the Bank as at 31 March 2011, and its financial performance and cash flows for the year then ended.

In our opinion, the supplementary information disclosed in the balance sheet and Notes 6, 27, 42, 43 and 44 prescribed by Schedules 4 and 6 to 9 and Clause 17 of Schedule 3 of the Order fairly states the matters to which it relates in accordance with those Schedules.

Report on Other Legal and Regulatory Requirements (excluding Supplementary Information Relating to Capital Adequacy)

We also report in accordance with the requirements of Sections 16(1)(d) and 16(1)(e) of the Financial Reporting Act 1993 and Clauses 2(d) and 2(e) of Schedule 1 of the Order. In relation to our audit of the financial statements (excluding the supplementary information relating to capital adequacy disclosed in Notes 45, 46 and 47) for the year ended 31 March 2011:

- (i) we have obtained all the information and explanations that we have required; and
- (ii) in our opinion, proper accounting records have been kept by the Bank as far as appears from an examination of those records.

Report on the Supplementary Information Relating to Capital Adequacy

We have reviewed the supplementary information relating to capital adequacy as disclosed in Notes 45, 46 and 47 of the financial statements of the Bank for the year ended 31 March 2011.

Directors' Responsibility for the Supplementary Information Relating to Capital Adequacy

The Directors are responsible for including supplementary information relating to capital adequacy prepared in accordance with Schedule 5A of the Order.

Auditors' Responsibility

Our responsibility is to express an opinion on the supplementary information relating to capital adequacy, disclosed in Notes 45, 46 and 47, based on our review.



Independent Auditors' Report Bank of Baroda (New Zealand) Limited

We are responsible for reviewing the disclosures in order to state whether, on the basis of the procedures described below, anything has come to our attention that would cause us to believe that the supplementary information is not, in all material respects:

- (i) prepared in accordance with Schedule 5A of the Order; and
- (ii) disclosed in accordance with Schedule 5A of the Order.

and for reporting our findings to you.

We conducted our review in accordance with review engagement standard RS-1 Statement of Review Engagement Standards issued by the New Zealand Institute of Chartered Accountants. A review is limited primarily to enquiries of Bank personnel and analytical procedures applied to financial data, and thus provides less assurance than an audit. We have not performed an audit on the supplementary information relating to capital adequacy disclosed in Notes 45, 46 and 47 and, accordingly, we do not express an audit opinion on that supplementary information.

Opinion

Based on our review procedures, which are not an audit, nothing has come to our attention that causes us to believe that the supplementary information relating to capital adequacy disclosed in Notes 45, 46 and 47, as required by Schedule 5A of the Order, is not in all material respects:

- (i) prepared in accordance with Schedule 5A of the Order; and
- (ii) disclosed in accordance with Schedule 5A of the Order.

Restriction on Distribution or Use

This report is made solely to the Bank's shareholder, as a body. Our work has been undertaken so that we might state to the Bank's shareholder those matters which we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Bank and the Bank's shareholder as a body, for our audit work, for this report, or for the opinions we have formed.

Chartered Accountants
27 June 2011

Auckland

BANK OF BARODA (NEW ZEALAND) LIMITED**FINANCIAL STATEMENTS**

For the year ended 31 March 2011

FINANCIAL STATEMENTS

Statement of Comprehensive Income For the year ended 31 March 2011	Notes	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Interest income	2	1,724	660
Interest expense	2	(209)	-
Net interest income	2	1,515	660
Gains/(losses) on financial instruments at fair value through profit or loss	3	-	-
Other income	4	265	(6,866)
Total operating income		1,780	(6,206)
Operating expenses	5	(1,554)	(470)
Impairment losses on loans and advances	6	(32)	-
Net profit/(loss) before taxation		194	(6,676)
Taxation (expense)/benefit	7	-	-
Net profit/(loss) after taxation		194	(6,676)
Net change in available-for-sale reserve (net of tax)	26	-	-
Net change in cash-flow hedge reserve (net of tax)	26	-	-
Foreign currency translation reserve		-	-
Total other comprehensive income		-	-
Total comprehensive income		194	(6,676)

The accompanying notes form an integral part of these financial statements.

BANK OF BARODA (NEW ZEALAND) LIMITED**FINANCIAL STATEMENTS**

For the year ended 31 March 2011

STATEMENT OF CHANGES IN EQUITY For the year ended 31 March 2011	Notes	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Equity at beginning of the year	26	40,075	23,117
Net profit/(loss) after taxation		194	(6,676)
Movement in items recognised directly in equity:			
Net change in available-for-sale reserve (net of tax)	26	-	-
Net change in cash-flow hedge reserve (net of tax)	26	-	-
Foreign currency translation reserve		-	-
Total comprehensive income for the year		194	(6,676)
Share capital issued	26	-	15,000
Other capital contribution	26	-	8,634
Equity at end of the year	26	40,269	40,075

The accompanying notes form an integral part of these financial statements.

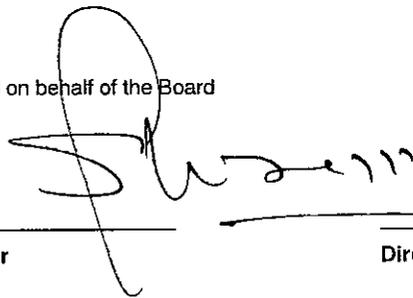
BANK OF BARODA (NEW ZEALAND) LIMITED

FINANCIAL STATEMENTS

For the year ended 31 March 2011

BALANCE SHEET As at 31 March 2011	Notes	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Assets			
Cash and cash equivalents	9	75	-
Balances due from related parties	20	1,790	-
Due from other financial institutions	10	42,403	39,637
Financial assets at fair value through profit or loss	11	-	-
Available-for-sale assets	12	-	-
Loans and advances	13	7,983	-
Property, plant and equipment	16	483	350
Intangible assets	17	-	-
Current taxation	8	-	69
Deferred tax asset	8	-	-
Other assets	18	188	46
Total assets		52,922	40,102
Liabilities			
Due to other financial institutions	19	-	-
Balances due to related parties	20	1,022	-
Deposits and other borrowings	21	11,559	-
Debt securities issued	22	-	-
Current taxation	8	-	-
Other liabilities	23	72	27
Term subordinated debt	25	-	-
Total liabilities		12,653	27
Shareholders' equity			
Share capital	26	40,000	40,000
Reserves	26	269	75
Total shareholders' equity		40,269	40,075
Total shareholders' equity and liabilities		52,922	40,102
Total interest earning and discount bearing assets		51,156	39,500
Total interest and discount bearing liabilities		10,820	-

For and on behalf of the Board



Director

Director



Authorised for issue on 25 June 2011

The accompanying notes form an integral part of these financial statements

BANK OF BARODA (NEW ZEALAND) LIMITED

FINANCIAL STATEMENTS

For the year ended 31 March 2011

CASH FLOW STATEMENT For the year ended 31 March 2011	Notes	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Cash flows from operating activities			
Interest received		1,587	625
Fees and other income		265	-
Operating expenses paid		(1,379)	(366)
Interest paid		(209)	-
Taxes paid		-	(69)
Net cash flows from operating activities before changes in operating assets and liabilities		264	190
Net changes in operating assets and liabilities:			
(Increase)/decrease in financial assets held for trading		-	-
Decrease/(increase) in available-for-sale-assets		-	-
Increase in loans and advances		(7,983)	-
Decrease/(increase) in balances due from other financial institutions		-	-
Increase in deposits and other borrowings		11,559	-
Increase in balances due to related parties		1,022	-
Increase in balances due to financial institutions		-	-
(Increase)/decrease in other assets		(13)	(112)
Increase/(decrease) in other liabilities and provisions		45	(87)
Net cash flows from operating activities		4,894	(9)
Cash flows from investing activities			
Purchase of property, plant and equipment		(263)	(353)
Purchase of intangible software assets		-	-
Purchase of customer relationships		-	-
Net cash flows from investing activities		(263)	(353)
Cash flows from financing activities			
Issue of shares		-	-
Capital injection from shareholders		-	7,950
Proceeds from term subordinated debt		-	-
Proceeds from related parties		-	-
Increase in debt securities issued		-	-
Dividends paid		-	-
Net cash flows from financing activities		-	7,950
Increase/(decrease) in cash and cash equivalents		4,631	7,588
Add opening cash and cash equivalents		39,637	39,139
Effect of exchange rate changes on cash and cash equivalents		-	(7,090)
Closing cash and cash equivalents		44,268	39,637
Represented By:			
Bank balances	9	75	-
Short term deposits	10	42,403	39,637
Cash held with related parties	20	1,790	-
Closing cash and cash equivalents		44,268	39,637

The accompanying notes form an integral part of these financial statements.

BANK OF BARODA (NEW ZEALAND) LIMITED

FINANCIAL STATEMENTS

For the year ended 31 March 2011

CASH FLOW STATEMENT For the year ended 31 March 2011	Notes	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Reconciliation of net profit after taxation to net cash-flows from operating activities			
Net profit/(loss) after taxation		194	(6,676)
Non cash movements:			
Unrealised fair value adjustments		-	-
Depreciation		130	3
Amortisation of intangibles		-	-
Increase in collective allowance for impairment losses		32	-
Increase in individual allowance for impairment losses		-	-
(Increase)/decrease in deferred expenditure		-	-
Unsecured lending losses		-	6,863
Unrealised foreign exchange loss/(gain)		-	-
(Increase)/decrease in deferred taxation		-	-
(Decrease)/increase in operating assets and liabilities		162	6,866
(Increase)/decrease in financial assets at fair value through profit or loss		-	-
Decrease/(increase) in available-for-sale assets		-	-
Increase in loans and advances		(8,015)	-
Decrease/(increase) in balances due from other financial institutions		-	-
Increase in deposits and other borrowings		11,559	-
Increase in balances due to other financial institutions		-	-
Increase/(decrease) in other liabilities		45	(87)
Increase in interest receivable		(129)	(112)
Increase in balances due to related parties		1,022	-
Increase/(decrease) in current taxation		69	-
(Increase)/decrease in other assets		(13)	-
Net cash flows from operating activities		4,894	(9)

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

1. STATEMENT OF ACCOUNTING POLICIES

GENERAL ACCOUNTING POLICIES

The reporting entity is Bank of Baroda (New Zealand) Limited (the "Bank"). The Bank is registered under the Companies Act 1993 and is incorporated in New Zealand. These financial statements have been drawn up in accordance with the requirements of the Companies Act 1993, the Financial Reporting Act 1993, and the Registered Bank Disclosure Statement (Full and Half-Year – New Zealand Incorporated Registered Banks) Order 2008. They were approved for issue by the Directors on 25 June 2011. The address of its registered office is 114 Dominion Road, PB No. 56580, Post Code 1446, Auckland, New Zealand.

The Bank's financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP"). They comply with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS") and other applicable Financial Reporting Standards, as appropriate for profit-oriented entities

The Bank changed its name from Baroda (New Zealand) Limited to Bank of Baroda (New Zealand) Limited on 1 September 2009.

Basis of preparation

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, and financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

Critical accounting estimate and judgements

The preparation of financial statements in conformity with NZ IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Bank's accounting policies.

Estimates, judgements and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. There have been no material estimates or judgements in the preparation of these financial statements.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Interpretations issued but not yet effective

The following new standards and amendments to standards relevant to the Bank are not yet effective and have not yet been applied in preparing the financial statements. Adoption of these standards will not have any impact on the Bank's reported profit or financial position.

- NZ IFRS 9 *Financial Instruments: Classification and Measurement* - If this standard is not early adopted it will be effective for the 2014 financial year end. The major changes under the standard are that:
 - NZ IFRS 9 replaces the multiple classification and measurement models in NZ IAS 39 *Financial Instruments: Recognition and Measurement* with a single model that has two classification categories: amortised cost and fair value;
 - A financial asset is measured at amortised cost if two criteria are met: a) the objective of the business model is to hold the financial assets for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument solely represent the payment of principal and interest;
 - If a financial asset is eligible for amortised cost measurement, an entity can elect to measure it at fair value if it eliminates or significantly reduces an accounting mismatch;
 - There will be no bifurcation of an embedded derivative where the host is a financial asset;
 - Equity instruments must be measured at fair value however, an entity can elect on initial recognition to present the fair value changes on an equity investment directly in other comprehensive income. There is no subsequent recycling of fair value gains and losses to profit or loss, however dividends from such investments will continue to be recognised in profit and loss; and
 - If an entity holds a tranche in a waterfall structure it must determine the classification of that tranche by looking through to the assets ultimately underlying that portfolio and assess the credit quality of the tranche compared with the underlying portfolio. If an entity is unable to look through, then the tranche must be measured at fair value.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

1. STATEMENT OF ACCOUNTING POLICIES (Continued)

- NZ IAS 24 *Related Party Disclosures* – The revised standard was approved in November 2009, and is applicable to the Company in the 2012 financial year. The main changes to the standard simplify the definition of a related party and clarify its intended meaning.

Foreign currency translation

Functional and presentation currency

Items included in the financial statements of the Bank are measured using New Zealand dollars, the currency of the primary economic environment in which the entity operates (“the functional currency”). The financial statements are presented in New Zealand dollars.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges.

Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different from those of segments operating in other economic environments.

Revenue recognition

Revenue is recognised to the extent that it is probable that economic benefit will flow to the Bank and that the revenue can be reliably measured. The principal sources of revenue are interest income, fees and commissions.

Interest income and expense

Financial instruments are classified in the manner described in the financial assets and liabilities sections below. Some are measured by reference to amortised cost, others by reference to fair value.

For financial instruments measured at amortised cost, interest income and expense is recognised on a time-proportion basis using the effective interest method. When an instrument is impaired, the Bank reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

For financial instruments measured at fair value, interest income or expense is recognised on an accrual basis, either daily or on a yield to maturity basis.

Lending fees

Fees and direct costs relating to loan origination, financing or restructuring and to loan commitments are deferred and amortised to interest income over the life of the loan using the effective interest method. Lending fees not directly related to the origination of a loan are recognised over the period of service.

Commission and other fees

When commissions or fees relate to specific transactions or events, they are recognised in the income statement when the service is provided to the customer. When they are charged for services provided over a period, they are taken to other income on an accruals basis as the service is provided.

Other income

Dividend income is recorded in the income statement when the Bank's right to receive the dividend is established. Realised and unrealised gains and losses from re-measurement of financial instruments at fair value through profit or loss are included in other income.

Expense recognition

Operating lease payments are recognised in the income statement on a straight-line basis over the term of the lease, unless another systematic basis is more representative of the time pattern of the benefit received. All other expenses, excluding interest expense, are recognised in the income statement on an accrual basis.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

1. STATEMENT OF ACCOUNTING POLICIES (Continued)

Financial assets

Classification

The Bank classifies its financial assets in the following categories: at fair value through profit or loss; loans and receivables; available for sale and held to maturity. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at fair value through profit or loss

Assets in this category are either held for trading or designated at fair value through the profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term, if it eliminates an accounting mismatch or if it is managed by the Bank on a fair value basis. Derivatives are categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Bank's loans and receivables generally comprise advances to customers, trade and other receivables and cash and cash equivalents in the balance sheet.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Held to maturity

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Bank's management has the positive intention and ability to hold to maturity. If the Bank were to sell other than an insignificant amount of held-to-maturity assets, the entire category would be reclassified as available for sale.

Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Bank commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Bank has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held to maturity investments are carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the income statement within other income in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Bank's right to receive payments is established.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available for sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences on monetary securities are recognised in profit or loss; translation differences on non-monetary securities are recognised in equity. Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in equity.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as other income.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the income statement as part of interest income. Dividends on available-for-sale equity instruments are recognised in the income statement as part of other income when the Bank's right to receive payments is established.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Bank establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models making maximum use of market inputs and relying as little as possible on entity-specific inputs.

The Bank assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. The impairment testing of loans and receivables is described further below in the asset quality section.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

1. STATEMENT OF ACCOUNTING POLICIES (Continued)

Financial liabilities

The Bank classifies its financial liabilities in the following categories: at fair value through profit or loss; or other financial liabilities. The classification depends on the purpose for which the financial liability was entered into. Management determines the classification of its financial liabilities at initial recognition.

Financial liabilities at fair value through profit or loss

Liabilities in this category are either held for trading or designated at fair value through the profit or loss at inception. A financial liability is classified in this category if entered into principally for the purpose of selling in the short-term, if it eliminates an accounting mismatch or if it is managed by the Bank on a fair value basis.

Liabilities in this category are measured at fair value.

Derivative liabilities that do not meet the criteria for hedge accounting are classified as held for trading and measured at fair value through profit or loss.

Other financial liabilities

This category includes all financial liabilities other than those at fair value through profit or loss. Liabilities in this category are measured at amortised cost and include:

Due to other banks

This represents amounts due to other banks, apart from those designated as at fair value through profit or loss.

Deposits from customers

Deposits from Customers cover all forms of funding, apart from those classified as at fair value through profit or loss and include transactional and savings accounts, term deposits and credit balances on cards.

Other liabilities

Other liabilities include the accrual of interest coupons and fees payable. For derivatives any accrued interest is recognised and measured as part of the derivative's fair value.

Subordinated debt

Subordinated debt is recognised in the balance sheet including accrued interest as both components are subordinate to other liabilities. When fair value hedge accounting is applied to fixed rate subordinated debt, the carrying value at amortised cost is adjusted for changes in fair value related to the hedged risk.

Other financial liabilities are recognised initially at fair value net of transaction costs incurred. Other financial liabilities are subsequently stated at amortised cost; any difference between proceeds net of transaction costs and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Derivative financial instruments and hedge accounting

Derivatives, including foreign exchange contracts, forward rate agreements, futures, options, interest rate swaps and currency swaps, are used as part of the Bank's financial market activities and to hedge certain assets and liabilities. The Bank recognises derivatives in the balance sheet at their fair value on the date at which the derivative contract is entered into and subsequently remeasured at fair value. Fair values are obtained from market yields and discounted cash flow models or option pricing models as appropriate. Derivative assets are the fair value of derivatives which have a positive fair value. Derivative liabilities are the fair value of derivatives which have a negative fair value.

All derivatives that do not meet the criteria for hedge accounting under NZ IAS 39 are classified as at fair value through profit or loss. This includes derivatives transacted as part of the trading activity of the Bank, as well as derivatives transacted as economic hedges, but not qualifying for hedge accounting. Changes in fair value are reflected in the income statement immediately when they occur.

The Bank uses derivatives as part of its asset and liability management activities to manage exposures to interest rate, foreign currency and credit risks, including exposures arising from forecast transactions. The Bank applies either cash flow or fair value hedge accounting when transactions meet the specified criteria to obtain hedge accounting treatment.

The Bank discontinues hedge accounting when it is determined that a hedge has ceased to be highly effective; when the derivative expires, or is sold, terminated, or exercised; when the hedged item matures or is sold or repaid; when a forecast transaction is no longer deemed highly probable; or when the Bank elects to revoke the hedge designation.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

1. STATEMENT OF ACCOUNTING POLICIES (Continued)

Cash flow hedge accounting

A fair valuation gain or loss associated with the effective portion of a derivative designated as a cash flow hedge is recognised initially in cash flow hedge reserve. The ineffective portion of a fair valuation gain or loss is recognised immediately in the income statement. When the transaction or item that the derivative is hedging (including cash flows from transactions that were only forecast when the derivative hedge was effected) affects income or expense then the associated gain or loss on the hedging derivative is simultaneously transferred from cash flow hedge reserve to the corresponding income or expense line item in the income statement. When a hedging derivative expires or is sold, the hedge no longer meets the criteria for hedge accounting, or the Bank elects to revoke the hedge designation, the cumulative gain or loss on the hedging derivative remains in cash flow hedge reserves until the forecast transaction occurs and affects income, at which point it is transferred to the corresponding income or expense line. If a forecast transaction is no longer expected to occur, the cumulative gain or loss on the hedging derivative previously reported in cash flow hedge reserves is immediately transferred to other income.

Fair value hedge accounting

For qualifying fair value hedges the change in fair value of the hedging derivative is recognised within other income in the income statement. Those changes in fair value of the hedged item which are attributable to the risks hedged with the derivative instrument are reflected in an adjustment to the carrying value of the hedged item, which is also recognised in other income. If the hedging instrument expires or is sold, terminated or exercised, if the hedge no longer meets the criteria for hedge accounting, or the Bank revokes the hedge designation, the difference between the carrying value of the hedged item at that point and the value at which it would have been carried had the hedge never existed (the "unamortised fair value adjustment"), is maintained as part of the carrying value of the hedged item and amortised to the income statement based on a recalculated effective interest rate.

Repurchase and reverse repurchase agreements

Securities sold under agreements to repurchase are retained within the relevant security portfolio and accounted for accordingly. The obligation to repurchase is recorded as a deposit. The difference between the sale and repurchase price represents interest expense and is recognised in the income statement over the term of the repurchase agreement. Securities held under reverse repurchase agreements are recorded as advances. The difference between the purchase and sale price represents interest income and is recognised in the income statement over the term of the reverse repurchase agreement.

Offsetting financial instruments

The Bank offsets financial assets and financial liabilities and reports the net balance in the balance sheet where there is a legally enforceable right to set-off and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Asset quality

Impaired assets

Impaired assets consist of restructured assets, assets acquired through the enforcement of security and other impaired assets.

Other impaired assets means any credit exposures for which an impairment loss is required in accordance with NZ IAS 39, paragraphs 58 to 62, but is not a restructured asset or an asset acquired through the enforcement of security.

A restructured asset is any credit exposure for which:

- the original terms have been changed to grant the counterparty a concession that would not otherwise have been available, due to the counterparty's difficulties in complying with the original terms;
- the revised terms of the facility are not comparable with the terms of new facilities with comparable risks; and
- the yield on the asset following restructuring is equal to, or greater than, the Bank's average cost of funds, or that a loss is not otherwise expected to be incurred.

Assets acquired through the enforcement of security are those real estate and other assets acquired in full or partial satisfaction of a debt.

Past due assets

A past due asset is any credit exposure where a counterparty has failed to make a payment when contractually due, and which is not an impaired asset.

Assets under administration

An asset under administration is any credit exposure which is not an impaired asset or a past due asset, but which is to a counterparty:

- who is in receivership, liquidation, bankruptcy, statutory management or any form of administration in New Zealand; or
- who is in any other equivalent form of voluntary or involuntary administration in an overseas jurisdiction.

Renegotiated assets

A renegotiated asset is any credit exposure that would otherwise be past due or impaired whose terms have been renegotiated.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

1. STATEMENT OF ACCOUNTING POLICIES (Continued)

Impairment of financial assets

Assets carried at amortised cost

An assessment is made at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. Objective evidence that a financial asset or group of assets is impaired includes observable data that comes to the attention of the directors about the following loss events:

- significant financial difficulty of the issuer or obligor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- a concession granted to the borrower that the lender would not otherwise consider for economic or legal reasons relating to the borrower's financial difficulty;
- it becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- the disappearance of an active market for that financial asset because of financial difficulties; or
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the group; including adverse changes in the payment status of borrowers in the group.

Firstly an assessment is made whether objective evidence of impairment exists individually for financial assets that are individually significant, and individually or collectively for financial assets that are not individually significant. If it is determined that no objective evidence exists for an individually assessed financial asset, whether significant or not, the assets are included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on loans and receivables or held-to-maturity investments carried at amortised cost has been incurred, the amount of loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient impairment may be measured on the basis of an instrument's fair value using an observable market price.

The calculation of the present value of the estimated future cash flows of a collateralised financial asset reflects the cash flows that may result from foreclosure less costs for obtaining and selling collateral, whether or not foreclosure is probable. For the purposes of a collective evaluation of impairment, financial assets are grouped on the basis of similar credit risk characteristics (i.e. on the basis of the Bank's grading process that considers collateral type, past-due status and other relevant factors). Those characteristics are relevant to the estimation of future cash flows for groups of such assets by being indicative of the debtors' ability to pay all amounts due according to the contractual terms of the assets being evaluated.

Future cash flows in a group of financial assets that are collectively evaluated for impairment are estimated on the basis of the contractual cash flows of the assets and historical loss experience for assets with similar credit characteristics.

Estimates of changes in future cash flows for groups of assets should reflect and be directionally consistent with changes in related observable data from period to period (for example, changes in payment status or other factors indicative of changes in probability of losses in the group and their magnitude). The methodology and assumptions used for estimating future cash flows are reviewed regularly to reduce any differences between loss estimates and actual loss experience.

When a loan is uncollectible, it is written off to the income statement. Such loans are written off after all the necessary procedures have been completed and the amount of the loss has been determined.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtors credit rating), the previously recognised impairment loss is reversed by adjusting the allowance account. The amount of the reversal is recognised in the income statement.

Property, plant and equipment

Property, plant and equipment are recognised in the balance sheet at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

1. STATEMENT OF ACCOUNTING POLICIES (Continued)

Subsequent costs are included in the asset's carrying amount or are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Bank and the cost of the item can be measured reliably. All other repairs and maintenance are charged to other operating expenses during the financial period in which they are incurred.

The cost amount of property, plant and equipment less the estimated residual value is depreciated over their useful lives on a straight line basis. The range of useful lives of the major assets is:

- Furniture and fittings (5-25 years)
- Office equipment (3-5 years)
- Computer equipment (3 years)

The assets' residual values, useful lives and depreciation methods are reviewed and adjusted if appropriate at each balance date.

Assets are reviewed for impairment at least annually and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

Where the Bank expects the carrying amount of assets held within property, plant and equipment to be recovered principally through a sale transaction rather than through continuing use, these assets are classified as held for sale.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in other operating expenses in the income statement.

Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Intangible assets

Intangible assets comprise computer software costs and computer software licences. Computer software licences are amortised over their expected useful lives (three to four years) on a straight line basis.

The Bank generally expenses computer software costs in the period incurred. However, some costs associated with developing identifiable and unique software products controlled by the Bank, including employee costs and an appropriate portion of relevant overheads are capitalised and treated as intangible assets. These assets are amortised using the straight line method over their useful lives (not exceeding three years).

Intangible assets are subject to the same impairment review process as property, plant and equipment. Any impairment loss is recognised under operating expenses in the income statement.

Taxation

Income tax on the net profit for the period comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly within equity, in which case it is recognised directly in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted as at balance date after taking advantage of all allowable deductions under current taxation legislation and any adjustment to tax payable in respect of previous financial years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at balance date.

In accordance with NZ IAS 12 *Income Taxes*, a deferred taxation asset is recognised only to the extent that it is probable (i.e. more likely than not) that a future taxable profit will be available against which the asset can be utilised. Deferred taxation assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax related to fair value re-measurement of available for sale financial assets, cash flow hedges and the revaluation of non-current assets, which are charged or credited directly to equity, is also credited or charged directly to equity and is subsequently recognised in the income statement if and when the deferred gain or loss on the related asset or liability affects income.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

1. STATEMENT OF ACCOUNTING POLICIES (Continued)

Provisions

A provision is recognised in the balance sheet when: the Bank has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities and credit commitments

The Bank is involved in a range of transactions that give rise to contingent and / or future liabilities. The Bank discloses a contingent liability when it has a possible obligation arising from past events that will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the Bank's control. A contingent liability is disclosed when a present obligation is not recognised because it is not probable that an outflow of resources will be required to settle an obligation, or the amount of the obligation cannot be measured with sufficient reliability.

The Bank issues commitments to extend credit, letters of credit, guarantees and other credit facilities. These financial instruments attract fees in line with market prices for similar arrangements. They are not sold or traded. The items generally do not involve cash payments other than in the event of default. The fee pricing is set as part of the broader customer credit process and reflects the probability of default. They are disclosed as contingent liabilities at their face value. The fair values of guarantees are not considered to be material.

Leases

The leases entered into by the Bank are operating leases. The total payments made under operating leases are charged to other operating expenses in the income statement on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

Share capital

Share issue costs

Incremental costs directly attributable to the issue of new shares or options or to the acquisition of a business are shown in equity as a deduction, net of tax, from the proceeds.

Dividend distribution

Dividends on ordinary shares are recognised in equity in the period in which they are approved by the Bank's shareholders. Dividends for the year that are declared after the balance sheet date are dealt with in the subsequent events note.

Cash and cash equivalents

Cash and cash equivalents comprises cash, cash at bank, cash in transit and call deposits due from / to other banks, all of which are used in the day-to-day cash management of the Bank.

Goods and Services Tax (GST)

The financial statements have been prepared so that all components are stated exclusive of GST except where the GST is not recoverable from the IRD. In these circumstances the GST component is recognised as part of the underlying item. Trade and other receivables and payables are stated GST inclusive. The net amount of GST recoverable from or payable to the IRD is included within these categories.

Cash flows in the cash flow statement include GST.

Employee benefits

Wages and salaries, annual leave and sick leave

Liabilities for wages and salaries, annual leave and sick leave accruing to employees and expected to be settled within twelve months of the reporting date are recognised and measured at the amounts expected to be paid when the liabilities are settled.

Long service leave

Liabilities for long service leave, which are not expected to be settled within twelve months of the balance date are measured as the present value of estimated future cash outflows from the Bank in respect of services provided by employees up to balance date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

Profit-sharing and bonus plans

The Bank recognises a liability and an expense for bonuses and profit-sharing based on a formula that takes into consideration the profit attributable to the Bank's shareholders after certain adjustments. A provision is recognised where there is a contractual obligation or where there is a past practice that has created a constructive obligation.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

1. STATEMENT OF ACCOUNTING POLICIES (Continued)

Changes in accounting policies

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory for the Bank's accounting periods beginning on or after 1 January 2010 or later periods. None of these standards impact the Bank's financial statements.

There have been no changes to accounting policies in the year ended 31 March 2011.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

2. INTEREST

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Interest Income		
Loans and advances	177	-
Government and local authority securities	-	-
From other financial institutions	1,540	660
Balances with related parties	7	-
Other securities	-	-
Cash and liquid assets	-	-
Income from impaired assets	-	-
Income from restructured assets	-	-
Total interest income	1,724	660
Interest Expense		
Deposits by customers	209	-
Debt securities issued	-	-
Balances with related parties	-	-
Total interest expense	209	-

3. NET GAINS/(LOSSES) ON FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Financial assets designated at fair value through profit or loss upon initial recognition	-	-
Derivative financial instruments held for trading	-	-
Financial liabilities designated at fair value through profit or loss upon initial recognition	-	-
Financial assets held for trading	-	-
Net ineffectiveness on qualifying cash flow hedges	-	-
Net ineffectiveness on qualifying fair value hedges	-	-
Cumulative gain/(loss) transferred from the available-for-sale reserve	-	-
Cumulative loss transferred from the cash flow hedge reserve	-	-
Total gains/(losses) on financial instruments	-	-

4. OTHER INCOME

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Other Income		
Banking and lending fee income	-	-
Net commissions revenue	48	-
Payment services fee income	-	-
Bad debts recovered	-	-
Gain on sale of property, plant and equipment	-	-
Net foreign exchange (losses)/gains	195	(6,866)
Other revenue	22	-
Total other income	265	(6,866)

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

5. OPERATING EXPENSES

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Operating Expenses		
Auditors remuneration:		
– Audit fees	50	36
– Assurance and related services	6	1
Tax advisory services	-	-
Donations	-	-
Directors' fees	21	-
Depreciation:		
– Computer hardware and software	32	-
– Office equipment	5	-
– Furniture, fittings, and leasehold improvements	93	3
Amortisation of intangible assets	-	-
Employee benefits	483	49
Rental and lease costs	254	63
Loss on sale of property, plant and equipment	-	-
Other operating expenses	610	318
Total operating expenses	1,554	470

6. IMPAIRMENT ALLOWANCE

	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	Audited 31 March 2011 \$'000
Individually impaired assets				
Balance at the beginning of the year	-	-	-	-
Charge to income statement	-	-	-	-
Bad debts written off	-	-	-	-
Balance at the end of the year	-	-	-	-

	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	Audited 31 March 2011 \$'000
Collective allowance for impairment losses				
Balance at beginning of the year	-	-	-	-
Charge to income statement	-	17	15	32
Advances written off	-	-	-	-
Total collective allowance for impairment losses	-	17	15	32

	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	Audited 31 March 2010 \$'000
Individually impaired assets				
Balance at the beginning of the year	-	-	-	-
Charge to income statement	-	-	-	-
Bad debts written off	-	-	-	-
Balance at the end of the year	-	-	-	-

	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	Audited 31 March 2010 \$'000
Collective allowance for impairment losses				
Balance at beginning of the year	-	-	-	-
Charge to income statement	-	-	-	-
Advances written off	-	-	-	-
Total collective allowance for impairment losses	-	-	-	-

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

7. TAXATION

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Net profit/(loss) before taxation	194	(6,676)
Tax calculated at a tax rate of 30%	58	(2,003)
Income not subject to tax	-	-
Expenses not subject to tax	-	-
Tax losses not recognised/(utilised)	(58)	2,003
Other permanent differences	-	-
Taxation charge as per the income statement	-	-
Represented by:		
Prior period adjustment	-	-
Current income tax	-	-
Deferred income tax	-	-
Taxation charge as per the income statement	-	-
The deferred tax charge in the income statement comprises the following temporary differences:		
Accelerated tax depreciation	-	-
Allowances for impairment losses	-	-
Other provisions	-	-
Tax effect of change in tax rate	-	-
Amortisation of intangibles	-	-
Unrealised currency losses	-	-
Total temporary differences	-	-

The effective tax rate on the Bank's profit before tax has been calculated at 30%. Tax benefits not recognised in these financial statements amounted to \$2,510,000 as at 31 March 2011 (31 March 2010: \$2,568,000).

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

8. CURRENT AND DEFERRED TAXATION

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Current income tax (payable)/ receivable		
Balance at beginning of the year	69	-
Prior period adjustment	-	-
Tax on profits/(losses) taken to reserves	-	-
Transfer from deferred tax	-	-
Tax return adjustments	-	-
Related party purchase of tax losses	-	-
Tax paid/(refunded)	(69)	69
Balance at end of the year	-	69
Deferred tax		
Balance at beginning of the year	-	-
Prior period adjustment	-	-
Temporary differences for the year	-	-
Tax on losses taken directly to reserves	-	-
Tax effect of change in tax rate	-	-
Transfer to current tax	-	-
Balance at end of the year	-	-
Deferred income tax assets		
Cash flow hedges	-	-
Other provisions and accruals	-	-
Other temporary differences	-	-
Allowance for loan impairment	-	-
Total assets	-	-
Deferred income tax liabilities		
Accelerated tax depreciation	-	-
Net commissions receivable	-	-
Intangible assets	-	-
Total liabilities	-	-
Net deferred taxation	-	-
Recoverable within twelve months	-	-
Recoverable after twelve months	-	-

9. CASH AND CASH EQUIVALENTS

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Cash on hand	75	-
Cash with central banks	-	-
Call and overnight advances to financial institutions	-	-
Total cash and cash equivalents	75	-
Current	75	-
Non-Current	-	-

10. DUE FROM OTHER FINANCIAL INSTITUTIONS

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Short term deposits	42,403	39,637
Total amount due from other financial institutions	42,403	39,637
Current	42,403	39,637
Non-Current	-	-

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

11. FINANCIAL ASSETS HELD AT FAIR VALUE THROUGH PROFIT OR LOSS

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Bank bills	-	-
Other securities	-	-
Total financial assets at fair value through profit or loss	-	-
Total financial assets held at fair value through profit or loss	-	-
Current	-	-
Non-Current	-	-

12. AVAILABLE FOR SALE ASSETS

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Government stock and multilateral development banks	-	-
Local authority securities	-	-
Other debt securities	-	-
Total available-for-sale assets	-	-
Current	-	-
Non-Current	-	-

13. LOANS AND ADVANCES

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Loans and advances	8,015	-
Allowance for impairment losses	(32)	-
Total net loans and receivables	7,983	-
Current	2,806	-
Non-Current	5,177	-

Allowance for impairment losses reconciliation		
Balance at beginning of the year	-	-
Charged to the income statement	32	-
Balance at end of the year	32	-

14. DERIVATIVE FINANCIAL INSTRUMENTS

The Bank has no derivative financial instruments to disclose (31 March 2010: Nil).

15. SUBSIDIARIES

As at 31 March 2011, the Bank does not have any subsidiaries (31 March 2010: Nil).

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

16. PROPERTY, PLANT & EQUIPMENT

As at 31 March 2011 Audited	Computer hardware \$'000	Office equipment \$'000	Furniture, fittings & leasehold improvements \$'000	Assets in progress \$'000	TOTAL \$'000
At cost	-	-	76	277	353
Accumulated depreciation	-	-	(3)	-	(3)
Opening carrying amount	-	-	73	277	350
Additions	95	23	421	-	539
Disposals	-	-	-	(277)	(277)
Depreciation	(32)	(5)	(92)	-	(129)
Closing carrying amount	63	18	329	(277)	133
At cost	95	23	497	-	615
Accumulated depreciation	(32)	(5)	(95)	-	(132)
Closing carrying amount	63	18	402	-	483

As at 31 March 2010 Audited	Computer hardware \$'000	Office equipment \$'000	Furniture, fittings & leasehold improvements \$'000	Assets in progress \$'000	TOTAL \$'000
At cost	-	-	-	-	-
Accumulated depreciation	-	-	-	-	-
Opening carrying amount	-	-	-	-	-
Additions	-	-	76	277	353
Disposals	-	-	-	-	-
Depreciation	-	-	(3)	-	(3)
Closing carrying amount	-	-	73	277	350
At cost	-	-	76	277	353
Accumulated depreciation	-	-	(3)	-	(3)
Closing carrying amount	-	-	73	277	350

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

17. INTANGIBLE ASSETS

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Goodwill	-	-
Computer software	-	-
Computer software work in progress	-	-
Total intangible assets	-	-
Goodwill		
Balance at beginning of the year	-	-
Additions	-	-
Balance at end of the year	-	-
Computer software		
Cost brought forward	-	-
Accumulated amortisation brought forward	-	-
Opening net book value	-	-
Additions	-	-
Amortisation	-	-
Closing net book value	-	-
Cost	-	-
Accumulated amortisation	-	-
Closing net book value	-	-
Computer software work in progress	-	-

18. OTHER ASSETS

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Other receivables	13	-
Deferred acquisition costs	-	-
Commissions receivable	-	-
Interest receivable	175	46
Trade and other receivables	188	46
Current	188	46
Non-Current	-	-

19. DUE TO OTHER FINANCIAL INSTITUTIONS

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Loans from other banks	-	-
Items in course of settlement	-	-
ATM cash at other banks	-	-
Total due to other financial institutions	-	-
Current	-	-
Non-Current	-	-

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

20. BALANCES WITH RELATED PARTIES

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Cash held with related parties	-	-
Amounts due from related parties	1,790	-
Total balances due from related parties	1,790	-
Current	1,790	-
Non-Current	-	-
Amounts due to related parties	1,022	-
Total balances due to related parties	1,022	-
Current	1,022	-
Non-Current	-	-

21. DEPOSITS AND OTHER BORROWINGS

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Retail deposits	11,559	-
Wholesale deposits	-	-
Other	-	-
Total deposits	11,559	-
New Zealand	11,559	-
Overseas	-	-
Current	11,389	-
Non-Current	170	-

Included within retail deposits are deposits from The New India Assurance Company Limited totalling \$6,500,000. Further details on these deposits are contained in Note 28.

22. DEBT SECURITIES ISSUED

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Certificates of deposit	-	-
Other debt securities	-	-
Total debt securities issued	-	-
Current	-	-
Non-Current	-	-

23. OTHER LIABILITIES

	Audited 31 March 2011 \$'000	Audited 31 March 2010 \$'000
Trade and other payables	-	-
Employee entitlements	-	-
Accounts payable	-	-
Other payables and accruals	72	27
Total other liabilities	72	27
Current	72	27
Non-Current	-	-

24. DEFERRED SETTLEMENT LIABILITY

The Bank has no deferred settlement liability (31 March 2010: Nil).

25. TERM SUBORDINATED DEBT

The Bank has no term subordinated debt (31 March 2010: Nil).

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

26. EQUITY

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 \$'000
Issued and paid up capital		
Share capital	40,000	40,000
Reserves	269	75
Cash flow hedge reserve	-	-
Available-for-sale reserve	-	-
Total equity	40,269	40,075

Share capital		
Opening balance	40,000	25,000
Shares issued	-	15,000
Balance at end of the year	40,000	40,000

	Audited 31 March 2011 Number of shares	Audited 31 March 2010 Number of shares
Number of shares		
Number of shares at the start of the year	40,000,000	25,000,000
Shares issued	-	15,000,000
Number of shares at the end of the year	40,000,000	40,000,000

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 \$'000
Reserves		
Retained earnings	269	75
Other capital contribution	-	-
Balance at end of the year	269	75

Retained earnings/(accumulated losses)		
Prior year Retained earning balance	75	(1,883)
Transfer from other capital contribution	-	8,634
Profit/(loss) for the year	194	(6,676)
Balance at end of the year	269	75

Other capital contribution		
Opening balance	-	-
Capital contribution for the year	-	8,634
Transfer to retained earnings/(accumulated losses)	-	(8,634)
Balance at end of the year	-	-

Cash-flow hedge reserve		
Balance at beginning of the year	-	-
Net loss from changes in fair value after tax	-	-
Cumulative loss transferred to the income statement on disposal of financial assets	-	-
Tax effect of items transferred to income statement	-	-
Balance at end of the year	-	-

Available-for-sale reserve		
Balance at beginning of the year	-	-
Net gains/(losses) from changes in fair value after tax	-	-
Cumulative (gain)/loss transferred to the income statement on disposal of financial assets	-	-
Tax effect of items transferred to income statement	-	-
Balance at end of the year	-	-

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

27. ASSET QUALITY

As at 31 March 2011 Audited	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	TOTAL \$'000
Neither past due nor impaired	36	3,691	3,858	7,585
Past due but not impaired	-	430	-	430
Impaired	-	-	-	-
Gross loans and advances	36	4,121	3,858	8,015
Less allowance for impairment	-	17	15	32
Net loans and advances	36	4,104	3,843	7,983

Finance receivables past due but not impaired	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	TOTAL \$'000
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Gross amount of finance receivables that were past due but not impaired were as follows:

Business

Past due up to 30 days	-	430	-	-
Past due 30 – 60 days	-	-	-	-
Past due 60 – 90 days	-	-	-	-
Past due 90+ days	-	-	-	-
Total	-	430	-	-

Past due asset > 90 Days	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	TOTAL \$'000
Gross Impaired	-	-	-	-
Balance at beginning of the year	-	-	-	-
Net additions	-	-	-	-
Deletions	-	-	-	-
Amounts written off	-	-	-	-
Balance at end of the year	-	-	-	-

Impaired assets	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	TOTAL \$'000
Gross impaired	-	-	-	-
Balance at beginning of the year	-	-	-	-
Net additions	-	-	-	-
Deletions	-	-	-	-
Amounts written off	-	-	-	-
Balance at end of the year	-	-	-	-

Collective credit impairment allowance	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	TOTAL \$'000
Balance at beginning of the year	-	-	-	-
Charged to the income statement	-	17	15	32
Balance at end of the year	-	17	15	32

The Bank does not have any restructured assets, any financial, real estate or other assets acquired through security enforcement or any other assets under administration.

There has been no interest revenue foregone on restructured, individually impaired or greater than 90 past due assets during the year ended 31 March 2011 (31 March 2010: nil).

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

27. ASSET QUALITY (Continued)

As at 31 March 2010 Audited	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	TOTAL \$'000
Neither past due nor impaired	-	-	-	-
Past due but not impaired	-	-	-	-
Impaired	-	-	-	-
Gross loans and advances	-	-	-	-
Less Allowance for impairment	-	-	-	-
Net loans and advances	-	-	-	-

Finance receivables past due but not impaired	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	TOTAL \$'000
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Gross amount of finance receivables that were past due but not impaired were as follows:

Business

Past due up to 30 days	-	-	-	-
Past due 30 – 60 days	-	-	-	-
Past due 60 – 90 days	-	-	-	-
Past due 90+ days	-	-	-	-
Total	-	-	-	-

Past due asset > 90 Days	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	TOTAL \$'000
Gross Impaired	-	-	-	-
Balance at beginning of the year	-	-	-	-
Net additions	-	-	-	-
Deletions	-	-	-	-
Amounts written off	-	-	-	-
Balance at end of the year	-	-	-	-

Impaired assets	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	TOTAL \$'000
Gross impaired	-	-	-	-
Balance at beginning of the year	-	-	-	-
Net additions	-	-	-	-
Deletions	-	-	-	-
Amounts written off	-	-	-	-
Balance at end of the year	-	-	-	-

Collective credit impairment allowance	Retail unsecured lending	Retail mortgage lending	Corporate and institutional	TOTAL \$'000
Balance at beginning of the year	-	-	-	-
Charged to the income statement	-	-	-	-
Balance at end of the year	-	-	-	-

The Bank does not have any restructured assets, any financial, real estate or other assets acquired through security enforcement nor any other assets under administration.

28. TRANSACTIONS WITH RELATED PARTIES

The Bank is wholly owned by the Bank of Baroda, a company incorporated in India. All related party transactions are conducted on normal commercial terms and conditions. No related party debts have been written off or forgiven during the year.

Key Management Personnel

Key management personnel are defined as being Directors and senior management of the bank. The information relating to the key management personnel disclosed includes transactions with those individuals, their close family members and their controlled entities.

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 \$'000
Salaries and other short-term benefits	259	35
Total key management compensation	259	35

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

28. TRANSACTIONS WITH RELATED PARTIES (Continued)

Guarantee

The Company's ultimate parent company is Bank of Baroda (India), an Indian incorporated bank (BOB). BOB is subject to regulatory oversight by the Reserve Bank of India and the Government of India. BOB is not a New Zealand registered bank and is not subject to regulatory oversight by the Reserve Bank of New Zealand.

As at the 31 March 2011, the Government of India held 57.03% of the total shares in BOB. The remaining 42.97% of the shares in BOB are held by public shareholding (governed by the laws of India). BOB shares are listed on both the National Stock Exchange (India) and on the Bombay Stock Exchange (India).

The obligations of the Bank are guaranteed by BOB. There are no legislative, regulatory or other restrictions of a legally enforceable nature in India (BOB's country of incorporation) that may materially inhibit the legal ability of BOB to provide material financial support to the Bank. As at the 31 March 2011, all the obligations of the Bank are guaranteed by BOB.

BOB has the following credit rating applicable to its long-term senior unsecured obligations (payable in INR):

Rating agency	Current rating	Qualifications	Rating change in the last 2 Years
Moody's Investor Services Limited	Baa2	Nil	Nil
Fitch IBCA, Inc.	BBB-	Nil	Nil

BOB guarantees due payment of all indebtedness of the Bank to the Bank's depositors and other creditors.

- (i) There are no limits on the amount of the obligations guaranteed.
- (ii) There are no material conditions applicable to the guarantee, other than non-performance by the Bank.
- (iii) There are no material legislative or regulatory restrictions in India (BOB's country of incorporation) that would have the effect of subordinating the claims of the Bank's creditors under the guarantee to other claims on BOB in a winding up of BOB.
- (iv) The BOB guarantee does not have an expiry date.

Other related party transactions

During the year ended 31 March 2011 the Bank repaid no non-interest bearing current payables to BOB (31 March 2010: \$16,025,000). As at 31 March 2011, the Bank has nil non-interest bearing current payables with BOB (31 March 2010 Nil).

During the year, BOB paid for expenses incurred by the Bank and these amounts are payable to BOB. Total expenses paid amount to nil (31 March 2010 \$272,400).

The Bank also holds foreign currency cash deposits of USD184,000 (New York office) and NZD1,500,000 (Treasury Mumbai – India) with other members of the BOB Group (31 March 2010: Nil).

The Bank also holds term deposits for The New India Assurance Company Limited which is 100% owned by the Government of India, which owns 57.03% of the total shares in BOB, which in turn owns 100% of the Bank. These deposits are held at market rates of interest and as at 31 March 2011 the total amount on deposit was \$6,500,000 (31 March 2010: Nil).

The Bank also has a current account balance owing to its parent company, Bank of Baroda (India) of \$1,022,000 (31 March 2010: Nil) that is non interest bearing.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

29. CONCENTRATION OF CREDIT RISK

The following table breaks down the Bank's main credit exposure at their carrying amounts, as categorised by the industry sectors of our counterparties. Industry analysis as at balance date is as follows.

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
New Zealand		
Government	-	-
Finance	41,400	39,637
Households	4,129	-
Transport and storage	97	-
Communications	-	-
Electricity, gas and water	-	-
Construction	-	-
Property services	303	-
Agriculture	-	-
Health and community services	454	-
Personal and other services	1,507	-
Retail and wholesale trade	1,275	-
Food & other manufacturing	250	-
Overseas		
Finance, Investment and insurance	1,741	-
Total financial assets (interest earning)	51,156	39,637
Less allowance for impairment losses	(32)	-
Other financial assets	1,315	46
Total financial assets	52,439	39,683

29. CONCENTRATION OF CREDIT RISK (Continued)

An analysis of financial assets by geographical sector at balance date is as follows

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
New Zealand		
Upper North Island	8,015	-
Lower North Island	41,400	39,637
South Island	-	-
Overseas	1,741	-
Total financial assets (interest earning)	51,156	39,637

Maximum exposure to credit risk before collateral held or other credit enhancements

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Loans and advances	8,015	-
Balances with related parties	1,790	-
Due from other financial institutions	42,403	39,637
Derivative financial instruments	-	-
Financial assets held for trading	-	-
Available-for-sale assets	-	-
Cash and cash equivalents	75	-
Other financial assets	188	46
Total gross financial assets	52,471	39,683
Allowance for impairment losses	(32)	-
Total net financial assets	52,439	39,683

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

30. CONCENTRATION OF FUNDING

Concentrations of funding arise where the Bank is funded by industries of a similar nature or in particular geographies. An analysis of financial liabilities by industry sector and geography at balance date is as follows:

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
New Zealand		
Transport and storage	-	-
Financing investment and insurance	7,172	-
Electricity, gas and water	-	-
Food & other manufacturing	-	-
Construction	-	-
Government, local authorities and services	-	-
Agriculture	-	-
Health and community services	-	-
Personal and other services	705	-
Property and business services	-	-
Education	-	-
Retail and wholesale trade	-	-
Other	505	-
Households	3,177	-
Overseas		
Amounts due to related parties	1,022	-
Total financial liabilities (interest bearing)	12,581	-
Other financial liabilities	72	27
Total financial liabilities	12,653	27

31. SEGMENTAL INFORMATION

The Bank operates as a single segment, predominantly in the banking and finance industry in New Zealand.

32. LEASE COMMITMENTS

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Operating lease commitments under non-cancellable operating leases:		
Not later than 1 year	181	163
1-2 years	146	163
2-5 years	438	447
5+ years	548	-
Total	1,313	773

33. CAPITAL COMMITMENTS

As at 31 March 2011 there are no material outstanding capital commitments (31 March 2010: Nil).

34. CONTINGENT LIABILITIES

	Audited 31 March 2011 Year ended \$'000	Audited 31 March 2010 Year ended \$'000
Contingent Liabilities		
Performance/financial guarantees issued on behalf of customers	500	-
Total Contingent Liabilities	500	-

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

35. SUBSEQUENT EVENTS AFTER BALANCE DATE

There were no subsequent events after balance date.

36. INTEREST REPRICING

The tables below summarises the Bank's exposure to interest rate risk. It includes the financial instruments at carrying amounts, categorised by the earlier of contractual re-pricing or maturity dates. For further details on how interest rate risk is managed refer to Note 44.

31 March 2011 Audited	Total \$'000	Interest insensitive \$'000	Within 6 months \$'000	Between 6 months & 1 year \$'000	Between 1 & 2 years \$'000	Between 2 & 5 years \$'000	Over 5 years \$'000
Financial assets							
Cash and cash equivalents	75	75	-	-	-	-	-
Due from other financial institutions	42,403	1,003	41,400	-	-	-	-
Financial assets held at fair value through profit or loss	-	-	-	-	-	-	-
Available-for-sale assets	-	-	-	-	-	-	-
Loans and advances	7,983	-	7,983	-	-	-	-
Balances with related parties	1,790	49	1,741	-	-	-	-
Other financial assets	188	188	-	-	-	-	-
Total financial assets	52,439	1,315	51,124	-	-	-	-
Financial liabilities							
Due to other financial institutions	-	-	-	-	-	-	-
Deposits and other borrowings	11,559	739	5,294	5,357	9	160	-
Debt securities issued	-	-	-	-	-	-	-
Term subordinated debt	-	-	-	-	-	-	-
Due to related parties	1,022	1,022	-	-	-	-	-
Other financial liabilities	72	72	-	-	-	-	-
Total financial liabilities	12,653	1,833	5,294	5,357	9	160	-
On-balance sheet gap							
Net derivative notional principals	-	-	-	-	-	-	-
Net effective interest rate gap	39,786	(518)	45,830	(5,357)	(9)	(160)	-
31 March 2010 Audited							
	Total \$'000	Interest insensitive \$'000	Within 6 months \$'000	Between 6 months & 1 year \$'000	Between 1 & 2 years \$'000	Between 2 & 5 years \$'000	Over 5 years \$'000
Financial assets							
Cash and cash equivalents	-	-	-	-	-	-	-
Due from other financial institutions	39,637	137	39,500	-	-	-	-
Financial assets held at fair value through profit or loss	-	-	-	-	-	-	-
Available-for-sale assets	-	-	-	-	-	-	-
Loans and advances	-	-	-	-	-	-	-
Balances with related parties	-	-	-	-	-	-	-
Other financial assets	46	46	-	-	-	-	-
Total financial assets	39,683	183	39,500	-	-	-	-
Financial liabilities							
Due to other financial institutions	-	-	-	-	-	-	-
Deposits and other borrowings	-	-	-	-	-	-	-
Debt securities issued	-	-	-	-	-	-	-
Term subordinated debt	-	-	-	-	-	-	-
Due to related parties	-	-	-	-	-	-	-
Other financial liabilities	27	27	-	-	-	-	-
Total financial liabilities	27	27	-	-	-	-	-
On-balance sheet gap							
Net derivative notional principals	-	-	-	-	-	-	-
Net effective interest rate gap	39,656	156	39,500	-	-	-	-

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

37. FINANCIAL INSTRUMENTS BY CATEGORY

31 March 2011 Audited	Assets at fair value through profit or loss					Derivatives used for hedging \$'000	Total \$'000
	Loans and receivables \$'000	Available for sale \$'000	Held for trading \$'000	Designated at FVTPL \$'000			
Financial assets							
Cash and cash equivalents	75	-	-	-	-	-	75
Due from other financial institutions	42,403	-	-	-	-	-	42,403
Available-for-sale assets	-	-	-	-	-	-	-
Loans and advances	7,983	-	-	-	-	-	7,983
Balances with related parties	1,790	-	-	-	-	-	1,790
Other financial assets	188	-	-	-	-	-	188
Total financial assets	52,439	-	-	-	-	-	52,439

31 March 2011 Audited	Liabilities at fair value through profit or loss			Derivatives used for hedging \$'000	Other financial liabilities at amortised cost \$'000	Total \$'000
	Held for trading \$'000	Designated at FVTPL \$'000				
Financial liabilities						
Due to other financial institutions	-	-	-	-	-	-
Deposits and other borrowings	-	-	-	-	11,559	11,559
Debt securities issued	-	-	-	-	-	-
Term subordinated debt	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	72	72
Due to related parties	-	-	-	-	1,022	1,022
Total financial liabilities	-	-	-	-	12,653	12,653

31 March 2010 Audited	Assets at fair value through profit or loss					Derivatives used for hedging \$'000	Total \$'000
	Loans and receivables \$'000	Available for sale \$'000	Held for trading \$'000	Designated at FVTPL \$'000			
Financial assets							
Cash and cash equivalents	-	-	-	-	-	-	-
Due from other financial institutions	39,637	-	-	-	-	-	39,637
Available-for-sale assets	-	-	-	-	-	-	-
Loans and advances	-	-	-	-	-	-	-
Balances with related parties	-	-	-	-	-	-	-
Other financial assets	46	-	-	-	-	-	46
Total financial assets	39,683	-	-	-	-	-	39,683

31 March 2010 Audited	Liabilities at fair value through profit or loss			Derivatives used for hedging \$'000	Other financial liabilities at amortised cost \$'000	Total \$'000
	Held for trading \$'000	Designated at FVTPL \$'000				
Financial liabilities						
Due to other financial institutions	-	-	-	-	-	-
Deposits and other borrowings	-	-	-	-	-	-
Debt securities issued	-	-	-	-	-	-
Term subordinated debt	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	27	27
Due to related parties	-	-	-	-	-	-
Total financial liabilities	-	-	-	-	27	27

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

38. FOREIGN EXCHANGE RISK

The Bank takes on exposure to the effects of fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows. The board sets limits on the level of exposure by currency and in aggregate for overnight positions, which are monitored daily. The table below summarises the Bank's exposure to foreign currency exchange rate risk as at year end. Included in the table are the Bank's financial instruments at carrying amounts, categorised by currency.

31 March 2011 Audited	FJD \$'000	GBP \$'000	EUR \$'000	INR \$'000	USD \$'000	AUD \$'000	Total \$'000
Financial assets							
Cash and cash equivalents	-	-	-	-	-	-	-
Due from other financial institutions	4	2	18	17	248	12	301
Financial assets at fair value through profit or loss	-	-	-	-	-	-	-
Available-for-sale assets	-	-	-	-	-	-	-
Loans and advances	-	-	-	-	-	-	-
Balances with related parties	-	-	-	-	-	-	-
Other financial assets	-	-	-	-	-	-	-
Total financial assets	4	2	18	17	248	12	301
Financial liabilities							
Due to other financial institutions	-	-	-	-	-	-	-
Deposits and other borrowings	-	-	-	-	257	-	257
Debt securities issued	-	-	-	-	-	-	-
Term subordinated debt	-	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	-	-	-
Due to related parties	-	-	-	-	-	-	-
Total financial liabilities	-	-	-	-	257	-	257
Net on balance sheet financial position	4	2	18	17	(9)	12	44

31 March 2010 Audited	FJD \$'000	GBP \$'000	EUR \$'000	INR \$'000	USD \$'000	AUD \$'000	Total \$'000
Financial assets							
Cash and cash equivalents	-	-	-	-	-	-	-
Due from other financial institutions	-	-	-	-	-	-	-
Financial assets at fair value through profit or loss	-	-	-	-	-	-	-
Available-for-sale assets	-	-	-	-	-	-	-
Loans and advances	-	-	-	-	-	-	-
Balances with related parties	-	-	-	-	-	-	-
Other financial assets	-	-	-	-	-	-	-
Total financial assets	-						
Financial liabilities							
Due to other financial institutions	-	-	-	-	-	-	-
Deposits and other borrowings	-	-	-	-	-	-	-
Debt securities issued	-	-	-	-	-	-	-
Term subordinated debt	-	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	-	-	-
Due to related parties	-	-	-	-	-	-	-
Total financial liabilities	-						
Net on balance sheet financial position	-						

BANK OF BARODA (NEW ZEALAND) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2011
39. LIQUIDITY RISK

The Bank's policies for managing liquidity are set out in Note 44. The tables below summarises the cash flows payable by the Bank under non-derivative financial liabilities by remaining contractual maturities at the balance sheet date. The amounts disclosed in the table are contractual undiscounted cash flows and is not disclosed based on expected cash flows (the inherent liquidity risk is managed based on expected cash flows).

31 March 2011 Audited	Up to 3 months \$'000	3 to 12 Months \$'000	Between 1 & 5 years \$'000	More than 5 years \$'000	Total \$'000
Financial liabilities					
Due to other financial institutions	-	-	-	-	-
Deposits and other borrowings	3,375	8,387	212	-	11,974
Debt securities issued	-	-	-	-	-
Term subordinated debt	-	-	-	-	-
Due to related parties	1,022	-	-	-	1,022
Other financial liabilities	72	-	-	-	72
Total financial liabilities	4,469	8,387	212	-	13,068
Financial assets					
Cash and cash equivalents	75	-	-	-	75
Due from other financial institutions	30,655	12,276	-	-	42,931
Financial assets at fair value through profit or loss	-	-	-	-	-
Available-for-sale assets	-	-	-	-	-
Loans and advances	154	3,461	2,298	7,388	13,301
Due from related parties	1,720	75	-	-	1,795
Other financial assets	188	-	-	-	188
Total financial assets	32,792	15,812	2,298	7,388	58,290
Net non derivative cash flows	28,323	7,425	2,086	7,388	45,222
Derivative cash flows					
Interest rate derivatives	-	-	-	-	-
Foreign exchange derivatives	-	-	-	-	-
Total	-	-	-	-	-
Off balance sheet cash flows	500	-	-	-	500
Loan commitments	-	-	-	-	-
Total	500	-	-	-	500
Net cash flows	27,823	7,425	2,086	7,388	44,722
31 March 2010 Audited	Up to 3 months \$'000	3 to 12 Months \$'000	Between 1 & 5 years \$'000	More than 5 years \$'000	Total \$'000
Financial liabilities					
Due to other financial institutions	-	-	-	-	-
Deposits and other borrowings	-	-	-	-	-
Debt securities issued	-	-	-	-	-
Term subordinated debt	-	-	-	-	-
Due to related parties	-	-	-	-	-
Other financial liabilities	27	-	-	-	27
Total financial liabilities	27	-	-	-	27
Financial assets					
Cash and cash equivalents	-	-	-	-	-
Due from other financial institutions	39,689	-	-	-	39,689
Financial assets at fair value through profit or loss	-	-	-	-	-
Available-for-sale assets	-	-	-	-	-
Loans and advances	-	-	-	-	-
Due from related parties	-	-	-	-	-
Other financial assets	-	-	-	-	-
Total financial assets	39,689	-	-	-	39,689
Net non derivative cash flows	39,662	-	-	-	39,662
Derivative cash flows					
Interest rate derivatives	-	-	-	-	-
Foreign exchange derivatives	-	-	-	-	-
Total	-	-	-	-	-
Off balance sheet cash flows	-	-	-	-	-
Loan commitments	-	-	-	-	-
Total	-	-	-	-	-
Net cash flows	39,662	-	-	-	39,662

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

40. SENSITIVITY ANALYSIS

The tables below summarise the post-tax sensitivity of financial assets and liabilities to changes in three risk variables, interest rate, currency and credit risks. The market value of the assets and liabilities were used as the basis for the analysis and financial modelling was used to determine the impact on those values of changes in each risk scenario. The sensitivity analysis is performed based on the reporting of interest rate risk and foreign currency risk internally to key management personnel and represents management's assessment of the possible change in interest rates and foreign exchange rates.

INTEREST RATE RISK		-0.1%	+0.1%	-0.1%	+0.1%
31 March 2011	Carrying amounts \$'000	Profit \$'000	Profit \$'000	Equity \$'000	Equity \$'000
Financial assets					
Cash and cash equivalents	75	-	-	-	-
Balances with related parties	1,790	(1)	1	(1)	1
Due from other financial institutions	42,403	(30)	30	(30)	30
Financial assets at fair value through profit or loss	-	-	-	-	-
Available-for-sale assets	-	-	-	-	-
Loans and advances	7,983	(6)	6	(6)	6
Other financial assets	188	-	-	-	-
Total financial assets	52,439	(37)	37	(37)	37
Financial liabilities					
Due to other financial institutions	-	-	-	-	-
Due to related parties	1,022	-	-	-	-
Deposits and other borrowings	11,559	8	(8)	8	(8)
Debt securities issued	-	-	-	-	-
Term subordinated debt	-	-	-	-	-
Other financial liabilities	72	-	-	-	-
Total financial liabilities	12,653	8	(8)	8	(8)

INTEREST RATE RISK		-0.1%	+0.1%	-0.1%	+0.1%
31 March 2010 Audited	Carrying Amounts \$'000	Profit \$'000	Profit \$'000	Equity \$'000	Equity \$'000
Financial assets					
Cash and cash equivalents	-	-	-	-	-
Balances with related parties	-	-	-	-	-
Due from other financial institutions	39,637	(28)	28	(28)	28
Financial assets at fair value through profit or loss	-	-	-	-	-
Available-for-sale assets	-	-	-	-	-
Loans and advances	-	-	-	-	-
Other financial assets	46	-	-	-	-
Total financial assets	39,683	(28)	28	(28)	28
Financial liabilities					
Due to other financial institutions	-	-	-	-	-
Due to related parties	-	-	-	-	-
Deposits and other borrowings	-	-	-	-	-
Debt securities issued	-	-	-	-	-
Term subordinated debt	-	-	-	-	-
Other financial liabilities	27	-	-	-	-
Total financial liabilities	27	-	-	-	-

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

CURRENCY RISK		-10%	+10%	-10%	+10%
31 March 2011	Carrying	Profit	Profit	Equity	Equity
Audited	Amounts	\$'000	\$'000	\$'000	\$'000
	\$'000				
Financial assets					
Cash and cash equivalents	75	-	-	-	-
Balances with related parties	1,790	(30)	30	(30)	30
Due from other financial institutions	42,403	(1)	1	(1)	1
Financial assets at fair value through profit or loss	-	-	-	-	-
Available-for-sale assets	-	-	-	-	-
Loans and advances	7,983	-	-	-	-
Other financial assets	188	-	-	-	-
Total financial assets	52,439	(31)	31	(31)	31
Financial liabilities					
Due to other financial institutions	-	-	-	-	-
Due to related parties	1,022	-	-	-	-
Deposits and other borrowings	11,559	-	-	-	-
Debt securities issued	-	-	-	-	-
Term subordinated debt	-	-	-	-	-
Other financial liabilities	72	-	-	-	-
Total financial liabilities	12,653	-	-	-	-

CURRENCY RISK		-10%	+10%	-10%	+10%
31 March 2010	Carrying	Profit	Profit	Equity	Equity
Audited	Amounts	\$'000	\$'000	\$'000	\$'000
	\$'000				
Financial assets					
Cash and cash equivalents	-	-	-	-	-
Balances with related parties	-	-	-	-	-
Due from other financial institutions	39,637	-	-	-	-
Financial assets at fair value through profit or loss	-	-	-	-	-
Available-for-sale assets	-	-	-	-	-
Loans and advances	-	-	-	-	-
Other financial assets	46	-	-	-	-
Total financial assets	39,683	-	-	-	-
Financial liabilities					
Due to other financial institutions	-	-	-	-	-
Due to related parties	-	-	-	-	-
Deposits and other borrowings	-	-	-	-	-
Debt securities issued	-	-	-	-	-
Term subordinated debt	-	-	-	-	-
Other financial liabilities	27	-	-	-	-
Total financial liabilities	27	-	-	-	-

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

41. FAIR VALUE OF FINANCIAL INSTRUMENTS

31 March 2011 Audited	Carrying Amount \$'000	Estimated Fair Value \$'000
Financial assets		
Cash and cash equivalents	75	75
Balances with related parties	1,790	1,790
Due from other financial institutions	42,403	42,403
Financial assets at fair value through profit or loss	-	-
Available-for-sale assets	-	-
Loans and advances	7,983	7,983
Other assets	188	188
Total financial assets	52,439	52,439

Financial liabilities		
Due to other financial institutions	-	-
Due to related parties	1,022	1,022
Deposits and other borrowings	11,559	11,678
Debt securities issued	-	-
Term subordinated debt	-	-
Other financial liabilities	72	72
Total financial liabilities	12,653	12,772

31 March 2010 Audited	Carrying Amount \$'000	Estimated Fair Value \$'000
Financial assets		
Cash and cash equivalents	-	-
Balances with related parties	-	-
Due from other financial institutions	39,637	39,637
Financial assets at fair value through profit or loss	-	-
Available-for-sale assets	-	-
Loans and advances	-	-
Other assets	46	46
Total financial assets	39,683	39,683

Financial liabilities		
Due to other financial institutions	-	-
Due to related parties	27	27
Deposits and other borrowings	-	-
Debt securities issued	-	-
Term subordinated debt	-	-
Other financial liabilities	-	-
Total financial liabilities	27	27

Fair value estimation

For financial instruments not presented in the Bank's balance sheet at their fair value, fair value is estimated as follows:

Cash and cash equivalents

For cash assets, the carrying amount is equivalent to the fair value as assets are short term in nature.

Loans and advances

For variable rate loans and advances, the carrying amount is a reasonable estimate of fair value. For fixed rate loans and advances, fair values have been estimated using a discounted cash flow model with reference to market interest rates, prepayment rates and rates of estimated credit losses.

Other financial assets

For other financial assets, the carrying amount is approximately equal to the fair value.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

Deposits by customers

For fixed term deposits by customers, fair values have been estimated using a discounted cash flow model with reference to market interest rates. For other deposits by customers, such as call and variable rate deposits, the carrying amount is a reasonable estimate of fair value.

Debt securities issued

For debt securities issued, estimated fair values are based on quoted market prices.

Term subordinated debt

For term subordinated debt, estimated fair values are based on quoted market prices.

Due to/from related parties

For due to/from related parties, carrying amounts in the balance sheet are a reasonable estimate of fair value for these assets.

Other financial liabilities

For other financial liabilities, the carrying amount is equivalent to the fair value.

Impaired and past due assets

For non-accrual and restructured impaired assets as well as past due loans, the fair values are estimated by discounting the estimated future cash flows using current market interest rates incorporating an appropriate risk factor or, where such loans are collateralised and have been written down to the current market value of the collateral, the estimated fair value is based on the written down carrying value.

BANK OF BARODA (NEW ZEALAND) LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 March 2011

42. CREDIT EXPOSURE CONCENTRATIONS

Credit exposure concentrations are disclosed on the basis of actual exposures and gross of set-offs. Peak end-of-day aggregate credit exposures have been calculated using the Bank's tier one capital at the end of the quarter.

The number of individual counterparties, excluding connected persons, where the period end and peak end-of-day aggregate actual credit exposures, net of individual credit impairment allowances (which were nil), equalled or exceeded 10% of the Bank's shareholder's equity as at balance date are:

Credit exposures to individual counterparties

31 March 2011 Audited	Non Bank	Bank
As at balance date		
10-19%	-	-
20-29%	-	2
30-39%	-	-
40-49%	-	-
50-59%	-	1
60-69%	-	-
70-79%	-	-
80-89%	-	-
90-99%	-	-
Peak exposure		
10-19%	-	-
20-29%	-	1
30-39%	-	-
40-49%	-	-
50-59%	-	2
60-69%	-	-
70-79%	-	-
80-89%	-	-
90-99%	-	-
100%-109%	-	-

31 March 2010 Audited	Non Bank	Bank
As at balance date		
10-19%	-	-
20-29%	-	-
30-39%	-	-
40-49%	-	-
50-59%	-	-
60-69%	-	-
70-79%	-	-
80-89%	-	-
90-99%	-	-
100-109%	-	1
Peak exposure		
10-19%	-	-
20-29%	-	-
30-39%	-	-
40-49%	-	-
50-59%	-	-
60-69%	-	-
70-79%	-	-
80-89%	-	-
90-99%	-	-
100-109%	-	1

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

42. CREDIT EXPOSURE CONCENTRATIONS (Continued)

Credit exposures by credit rating

The following table presents the Bank's credit exposure based on the credit rating of the issuer and which equalled or exceeded 10% of the Bank's shareholder's equity as at balance date are. Credit exposure concentrations are disclosed on the basis of actual credit exposures and calculated gross basis, (net of specific provisions and excluding advances of a capital nature). An investment grade credit rating means a credit rating of BBB- or Baa3 or above, or its equivalent.

31 March 2011 Audited	Amount \$'000	% of total credit exposure
Bank counterparties		
Investment grade credit rating	44,193	100
Below investment grade credit rating	-	-
Not rated	-	-
Total credit exposure	44,193	100
Non-bank counterparties		
Investment grade credit rating	-	-
Below investment grade credit rating	-	-
Not rated	-	-
Total credit exposure	-	-
31 March 2010 Audited		
Bank counterparties		
Investment grade credit rating	39,637	100
Below investment grade credit rating	-	-
Not rated	-	-
Total credit exposure	39,637	100
Non-bank counterparties		
Investment grade credit rating	-	-
Below investment grade credit rating	-	-
Not rated	-	-
Total credit exposure	-	-

BANK OF BARODA (NEW ZEALAND) LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 March 2011

42. CREDIT EXPOSURE CONCENTRATIONS (Continued)**Credit exposures to connected persons**

The Reserve Bank defines connected persons to be other members of the BOB Group and Directors of the Bank. Credit exposures to connected persons are based on actual credit exposures rather than internal limits. The information on credit exposure to connected persons has been derived in accordance with the Reserve Bank of New Zealand's Connected Exposures Policy (BS8). Peak end-of-day aggregate credit exposures to connected persons expressed as a percentage of Tier One Capital of the Banking Group has been derived by determining the maximum end-of-day aggregate amount of credit exposure over the relevant three-month period and then dividing that amount by the Bank's Tier One Capital as at the end of the period. The rating-contingent limit, which is applicable to the Bank as at balance date, is 15%. There have been no changes to the limit during the period. Within the rating-contingent limit there is a sub-limit of 15%, which applies to non-bank connected persons. The aggregate credit exposures below have been calculated on a gross basis (net of individual credit impairment allowances). There are no individual impairment credit allowances against credit exposures to connected persons nor are there any contingent exposures arising from risk lay-off arrangements to connected persons as at 31 March 2011 (31 March 2010: nil).

	Audited As at 31 March 2011 \$'000	Audited Peak end of day for the three months ended 31 March 2011 \$'000	Audited As at 31 March 2010 \$'000	Audited Peak end of day for the three months ended 31 March 2010 \$'000
Credit exposures to connected persons	1,790	2,329	-	-
As a percentage of Tier One Capital of the Bank	4.4%	5.8%	-	-
Credit exposures to non-bank connected persons	-	-	-	-
As a percentage of Tier One Capital of the Bank	-	-	-	-

The limits on aggregate credit exposure to all connected persons and to non-bank connected persons in the Bank's conditions of registration have been complied with at all times during the three months ended 31 March 2011.

43. FIDUCIARY ACTIVITIES

As at balance date the Bank is not involved in:

- The establishment, marketing, or sponsorship of trust, custodial, funds management and other fiduciary activities; or
- The origination of securitised assets; or
- The marketing or servicing of securitisation schemes; or
- The marketing and distribution of insurance products.

44. RISK MANAGEMENT POLICIES**44.1 Credit Risk**

Credit risk is the risk of loss arising as a result of the diminution in credit quality of the borrower or counterparty and the risk that the borrower or counterparty will default on contractual repayments under an advance.

As at 31 March 2011, the Bank deposited its funds with a financial institution with a credit rating from Standard and Poors of AA. The Bank has established a Credit Committee that specifically oversees and co-ordinates the Bank's credit risk management functions. The Credit Committee has primary responsibility for identifying, measuring and monitoring the Bank's exposure to credit risk. The Credit Committee reports to the Board on credit risk on a quarterly basis.

The credit and lending policy has been set by the Credit Committee and approved by the Board. Bank officers seek Credit Committee approval before deviating from any lending guideline or policy. Credit approval authorities have been delegated by the Board to lending officers, senior executives of the Bank and the Credit Committee. Compliance with these policies is monitored by the Credit Committee and reported to the Board.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

44. RISK MANAGEMENT POLICIES (Continued)

In issuing credit approval, the Credit Committee takes into account the borrower's credit rating, the type of lending (including margins on advances and the pricing of loans), the security offered, the Bank's single and group exposures (with reference to the Bank's credit exposure ceilings) and the Bank's exposure to capital markets.

The Bank has two key systems for controlling credit risk: credit rating models and credit exposure ceilings.

Credit rating models

The Bank assesses risk at the time of appraisal of the loan using its rating model for various types of borrowers. A business portfolio is assessed on a risk rated basis and a consumer portfolio on a scoring basis.

Credit exposure ceilings

As a means of avoiding concentration of credit risk, the Bank sets ceilings in relation to single/group borrowers, unsecured borrowers and with respect to each industry sector.

44.2 Market Risk

Market risk is the risk that exposure to price movements in financial instruments, arising as a result of changes in market variables, will result in a loss suffered by the Bank. The Bank has established an Asset and Liability Committee that is responsible for, among other things, identifying, measuring and monitoring the Bank's exposure to market risk. The Asset and Liability Committee meets on a monthly basis and receives guidance and technical support from staff in the BOB head office. The relevant process for each category of market risk is as follows:

Interest rate risk

The Bank undertakes interest rate sensitivity gap analysis on a quarterly basis as a means of monitoring interest rate risk. Short term interest rate risk is calculated using the Earnings at Risk tool.

Foreign exchange risk

The Bank undertakes analysis to ensure there are no material open foreign exchange positions through ensuring foreign exchange deposits are matched by corresponding foreign exchange balances held with financial institutions.

Equity risk

The Bank does not have any equity risk.

44.3 Liquidity Risk

Liquidity risk occurs when an institution is unable to fulfil its commitment in the time when the commitment falls due. The Asset and Liability Committee is responsible for identifying, measuring and monitoring liquidity risk affecting the Bank.

To ensure that adequate liquidity is maintained consistently, the Bank ensures that, in the time buckets of 1 day, 2 to 7 days, 8 to 14 days and 15 to 30 days, the cumulative negative liquidity gap should not exceed 5, 10, 15 and 20 percent of cash flows in the respective time periods. The Bank reviews the liquidity position on a daily basis to ensure that the negative liquidity gap does not exceed the tolerance limit in the first four time buckets. In addition, the Bank prepares monthly maturity gap reports and liquidity assessment reports to facilitate an appropriately liquid combination of assets and liabilities.

Liquidity risk is measured by flow approach on a monthly basis through Structural Liquidity Gap reports. Dynamic Gap reports, which measure liquidity risk on a dynamic basis, are also prepared fortnightly.

44.4 Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

The Bank's senior management is responsible for implementing the operational risk management initiatives formulated by the Board. The Bank's senior management meet monthly to analyse changes or trends in respect of operational risk. The Bank's senior management may make recommendations to the Board on strategies that may improve the Bank's operational risk profile.

44.5 Capital Adequacy

The Board and senior management undertake capital planning, in accordance with the Bank's internal capital adequacy assessment policy. As part of the capital planning process, the Board reviews:

- The current capital requirements of the Bank;
- The targeted and sustainable capital in terms of business strategy and risk appetite; and
- Future capital planning (with a three year outlook).

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

44. RISK MANAGEMENT POLICIES (Continued)

The capital plan is revised on an annual basis or more regularly, if necessary, to meet the Bank's obligations under Basel II. For further information see Note 45.

44.6 Reviews of Bank's risk management systems

There have been no reviews conducted in respect of the Bank's risk management systems to date.

44.7 Internal audit function

The Bank utilises BOB's internal audit function as a control measure to enable both BOB and senior management of the Bank to monitor and review the Bank on an ongoing basis. The internal audit function of the Bank is part of BOB's policy to ensure that all BOB branches and subsidiaries have appropriate systems and procedures in place and comply with all applicable home and host country regulations. Specifically, the Bank is subject to the following internal audit measures:

- A monthly compliance review is undertaken by senior management of the Bank. The purpose of this review is to check and confirm to BOB constant and concurrent compliance with all systems and procedures by the Bank;
- An annual internal audit carried out by an inspecting officer appointed by BOB (note that as the Bank has only become operational in the current year and there has been no internal audit visit); and
- Every three years, senior executives from BOB (for example, a general manager and an executive officer) will undertake an on-site inspection at the Bank.

BOB – Audit Committee of the Board

BOB, in consonance with the fundamentals of corporate governance and in pursuance of directives of the Reserve Bank of India, has an Audit Committee of the Board comprising of six BOB directors. A non-executive BOB director who is a professional chartered accountant is the chairman of the committee.

During the year, the Audit Committee of the Board met 12 times.

The main functions of the Audit Committee of the Board are to assess and review the financial reporting system of BOB to ensure that the financing statements are correct, sufficient and credible. It reviews and recommends with BOB management the quarterly / annual financial statements before their submission to the board of BOB.

The Audit Committee of the Board provides directions and oversees the operations of total audit functions of BOB, including the organisation, operation and quality control of internal audit and inspection within BOB and follow up on the statutory / external audit of BOB and inspections by the Reserve Bank of India.

The Audit Committee of the Board also reviews the adequacy of internal control systems, the structure of the internal audit department, its staffing patterns and discussions with the internal auditors / inspectors on any significant finding and follow up action. Further, it reviews the financing and risk management policies of BOB.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

45. CAPITAL ADEQUACY

The Bank has 40,000,000 fully paid up ordinary shares (tier one capital) issued at NZ \$1.00 per share.

BOB is the sole shareholder. Each share confers on the holder the right to:

- one vote on a poll at a meeting of the shareholders on any resolution to:
 - appoint or remove a Director or auditor; or
 - alter the Bank's constitution; or
 - approve a major transaction; or
 - approve an amalgamation under section 221 of the Companies Act 1993; or
 - put the Bank into liquidation;
- a proportionate share in dividends authorised by the Board; and
- a proportionate share in the distribution of the surplus assets of the Bank.

Other classes of capital instrument

The Bank does not have any other classes of capital instrument in its capital structure.

Regulatory capital adequacy ratios are calculated by expressing capital as a percentage of risk weighted exposures. As a condition of registration, the Bank must comply with the following minimum capital requirements set by the RBNZ:

- Total regulatory capital must not be less than 8% of risk weighted exposures.
- Tier One capital must not be less than 4% of risk weighted exposures.
- Capital must not be less than NZ\$30 million.

The capital adequacy tables set out below summarise the composition of regulatory capital and capital adequacy ratios for the year ended 31 March 2011. The Bank was registered on 1 September 2009 and from the date of registration to 31 March 2011, the Bank has complied with both regulatory and internal capital adequacy requirements.

Note that the capital requirements below relating to market risk have been assessed in accordance with the minimum capital requirements set by the RBNZ and have been determined to be insignificant as at 31 March 2011. This is primarily due to low levels of trading or operating activity in the year.

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

45. CAPITAL ADEQUACY (Continued)

	Unaudited 31 March 2011 \$'000	Unaudited 31 March 2010 \$'000
Tier one capital		
Issued and fully paid up share capital	40,000	40,000
Revenue and similar reserves	-	-
Accumulated gains/(losses)	269	75
Less: Deductions from tier one capital	-	-
Intangible assets	-	-
Cash-flow hedge reserve	-	-
Total tier one capital	40,269	40,075
Lower tier two capital		
Term subordinated debt	-	-
Total tier two capital	-	-
Total tier one and tier two capital	40,269	40,075
Less deduction from capital		
Equity investment	-	-
Capital	40,269	40,075

	Unaudited 31 March 2011	Unaudited 31 March 2010
Capital adequacy ratios		
Total tier one capital expressed as a percentage of total risk weighted exposures	230.9%	452.7%
Total capital (pillar 1) expressed as a percentage of total risk weighted exposures	230.9%	452.7%
Capital ratio (pillar 1 and 2) expressed as a percentage of total risk weighted exposures	230.9%	452.7%

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

45. CAPITAL ADEQUACY (Continued)

31 March 2011 Unaudited	Principal amount \$'000	Risk weighting	Risk weighted exposure \$'000	Minimum pillar one capital requirement \$'000
On balance sheet exposures				
Cash and gold bullion	75	0%	-	-
Sovereign and central banks	-	0%	-	-
	-	20%	-	-
	-	50%	-	-
	-	100%	-	-
	-	150%	-	-
Multilateral development banks	-	0%	-	-
	-	20%	-	-
	-	50%	-	-
	-	100%	-	-
	-	150%	-	-
Claims on public sector entities	-	20%	-	-
	-	50%	-	-
	-	100%	-	-
	-	150%	-	-
Claims on other banks	43,892	20%	8,778	702
	301	50%	151	12
	-	100%	-	-
	-	150%	-	-
Corporate	-	20%	-	-
	-	50%	-	-
	3,683	100%	3,683	295
	-	150%	-	-
Residential mortgages not past due	2,912	35%	1,019	82
	1,209	50%	605	48
	-	75%	-	-
Impaired assets	-	100%	-	-
Past due residential mortgages	-	100%	-	-
Other past due assets	-	100%	-	-
Other assets	882	100%	882	71
Total balance sheet exposures	52,954		15,118	1,210

31 March 2011 Unaudited	Total exposure \$'000	Credit conversion factor	Credit equivalent amount	Average risk weighting	Risk weighted exposure \$'000	Minimum pillar one capital requirement \$'000
Off balance sheet exposures and market related contracts						
Direct credit substitutes	-	100%	-	-	-	-
Asset sale with recourse	-	100%	-	-	-	-
Commitments with certain drawdown	-	100%	-	-	-	-
Note issuance facility	-	50%	-	-	-	-
Revolving underwriting facilities	-	50%	-	-	-	-
Performance related contingency	500	50%	250	100%	250	20
Trade related contingency	-	20%	-	-	-	-
Placements of forward deposits	-	100%	-	-	-	-
Other commitments greater than one year	-	50%	-	-	-	-
Other commitments less than one year	-	20%	-	-	-	-
Market related contracts:						
Interest rate contracts	-	n/a	-	-	-	-
Foreign exchange contracts	-	n/a	-	-	-	-
Total off balance sheet exposures	500		250		250	20

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

45. CAPITAL ADEQUACY (Continued)

Credit risk mitigation 31 March 2011 Unaudited	Total Exposure	Credit conversion factor	Credit equivalent amount	Average risk weighting	Risk weighted exposure	Minimum Pillar one Capital Requirement
	\$'000				\$'000	\$'000
Total value of on and off balance sheet exposures covered by eligible collateral	(1,304)	-	-	50%	(652)	(52)
Total value of on and off balance sheet exposures covered by guarantees or credit derivatives	-	-	-	-	-	-
Operational risk	n/a	-	-	-	1,663	133
Market risk:						
Interest rate risk	n/a	-	-	-	1,013	81
Foreign currency risk	n/a	-	-	-	50	4
Equity risk	n/a	-	-	-	-	-
Total risk weighted exposures	-	-	-	-	17,442	1,396
Other material risk	-	-	-	-	-	-

31 March 2010 Unaudited	Principal amount		Risk weighting	Risk weighted exposure	Minimum pillar one capital requirement
	\$'000			\$'000	\$'000
On balance sheet exposures					
Cash and gold bullion	-		0%	-	-
Sovereign and central banks	-		0%	-	-
	-		20%	-	-
	-		50%	-	-
	-		100%	-	-
	-		150%	-	-
Multilateral development banks	-		0%	-	-
	-		20%	-	-
	-		50%	-	-
	-		100%	-	-
	-		150%	-	-
Claims on public sector entities	-		20%	-	-
	-		50%	-	-
	-		100%	-	-
	-		150%	-	-
Claims on other banks	39,683		20%	7,937	635
	-		50%	-	-
	-		100%	-	-
	-		150%	-	-
Corporate	-		20%	-	-
	-		50%	-	-
	-		100%	-	-
	-		150%	-	-
Residential mortgages	-		20%	-	-
	-		50%	-	-
	-		100%	-	-
	-		150%	-	-
Impaired assets	-		100%	-	-
Past due residential mortgages	-		100%	-	-
Other past due assets	-		100%	-	-
Other assets	419		100%	419	34
Total balance sheet exposures	40,102			8,356	669

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

45. CAPITAL ADEQUACY (Continued)

31 March 2010 Unaudited	Total exposure	Credit conversion factor	Credit equivalent amount	Average risk weighting	Risk weighted exposure	Minimum pillar one capital requirement
	\$'000				\$'000	\$'000
Off balance sheet exposures and market related contracts						
Direct credit substitutes	-	100%	-	-	-	-
Asset sale with recourse	-	100%	-	-	-	-
Commitments with certain drawdown	-	100%	-	-	-	-
Note issuance facility	-	50%	-	-	-	-
Revolving credit facilities	-	50%	-	-	-	-
Performance related contingency	-	50%	-	-	-	-
Trade related contingency	-	20%	-	-	-	-
Placements of forward deposits	-	100%	-	-	-	-
Other commitments greater than 1 year	-	50%	-	-	-	-
Other commitments less than 1 year	-	20%	-	-	-	-
Market related contracts:						
Interest rate contracts	-	n/a	-	-	-	-
Foreign exchange contracts	-	n/a	-	-	-	-
Total off balance sheet exposures	-	-	-	-	-	-
Credit risk mitigation						
31 March 2010 Unaudited						
Total value of on and off balance sheet exposures covered by eligible collateral	-	-	-	-	-	-
Total value of on and off balance sheet exposures covered by guarantees or credit derivatives	-	-	-	-	-	-
Operational risk	n/a	-	-	-	497	40
Market risk:						
Interest rate risk	n/a	-	-	-	-	-
Foreign currency risk	n/a	-	-	-	-	-
Equity risk	n/a	-	-	-	-	-
Total risk weighted exposures	40,102	-	-	-	8,853	709
Other material risk	-	-	-	-	-	-

Capital adequacy of Ultimate Parent Bank

The Ultimate Parent Bank of Bank of Baroda (New Zealand) Limited is BOB.

BOB is required by the Reserve Bank of India to hold minimum capital at least equal to that specified under the Basel II (standardised) approach. This information is made available to users via the BOB website (www.bankofbaroda.com).

As at 31 March 2011, BOB's Tier One Capital was 9.99% of Total Risk-weighted Assets and Total Capital was 14.52% of Total Risk-weighted Assets (31 March 2010: Tier One Capital was 9.20% of Total Risk-weighted Assets and Total Capital was 14.36% of Total Risk-weighted Assets). BOB's capital ratios during the periods ended 31 March 2011 and 31 March 2010 exceeded both of the Reserve Bank of India's minimum capital adequacy requirements.

BANK OF BARODA (NEW ZEALAND) LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 March 2011

46. LOAN TO VALUE RATIO

The information in the following table is provided in respect of the Bank as at 31 March 2011

31 March 2011			
Audited			
LVR Range	0% - 80%	80% - 90%	Over 90%
Value of exposures	2,912	1,209	-

31 March 2010			
Audited			
LVR Range	0% - 80%	80% - 90%	Over 90%
Value of exposures	-	-	-

BANK OF BARODA (NEW ZEALAND) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2011

47. MARKET RISK EXPOSURES

Market risk exposures have been calculated in accordance with the methodology detailed in Part 10 of the RBNZ's BS2A Capital Adequacy framework, and schedule 5A of the Registered Bank Disclosure Statement (Full and half-year - New Zealand Incorporated Registered Banks) Order 2008. Peak exposures are calculated using the Bank's shareholders equity at the end of the quarter.

	Audited As at 31 March 2011 \$'000	Audited Peak for the 3 months ended 31 March 2011 \$'000
Interest rate exposures		
Aggregate interest rate exposures	81	81
Aggregate interest rate exposures expressed as a percentage of the Bank's equity	0.2%	0.2%
Implied interest rate risk weighted exposure	1,013	1,013
Foreign currency exposures		
Aggregate foreign currency exposures	4	4
Aggregate foreign currency exposures expressed as a percentage of the Bank's equity	0%	0%
Implied foreign currency risk weighted exposure	50	50
The Bank holds no equity instruments and so has no equity exposures		

	Audited As at 31 March 2010 \$'000	Audited Peak for the 3 months ended 31 March 2010 \$'000
Interest rate exposures		
Aggregate interest rate exposures	-	24
Aggregate interest rate exposures expressed as a percentage of the Bank's equity	0%	0%
Implied interest rate risk weighted exposure	-	300
Foreign currency exposures		
Aggregate foreign currency exposures	-	-
Aggregate foreign currency exposures expressed as a percentage of the Bank's equity	0%	0%
Implied foreign currency risk weighted exposure	-	-
The Bank holds no equity instruments and so has no equity exposures		

48. OTHER MATERIAL MATTERS

There are no other matters relating to the business or affairs of the Bank, other than those contained in the financial statements that if disclosed, would materially affect the decision of a person to subscribe for debt securities of which the Bank is the issuer.