

BCC:ISD:114:16:102

17.05.2022

The Vice-President, B S E Ltd., Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 BSE CODE-532134	The Vice-President, National Stock Exchange of India Ltd. Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 CODE-BANKBARODA
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Dear Sir / Madam,

Re: Bank of Baroda - Annual Secretarial Compliance Report for the year ended 31.03.2022

Pursuant to SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (LODR) Regulations, 2015, we enclose Annual Secretarial Compliance Report for the year ended 31.03.2022 submitted by M/s. Ragini Chokshi & Co, Practicing Company Secretaries.

We request you to take note of the above and upload the information on your website.

Yours faithfully,

P K Agarwal
Company Secretary




Ragini Chokshi & Co.

Tel. : 022-2283 1120
022-2283 1134

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
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Date : 25/04/2022

Secretarial Compliance Report

of BANK OF BARODA for the year ended March 31, 2022

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have examined:

- all the documents and records made available to us and explanation provided by BANK OF BARODA ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the period under review)**
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008

During the year 2021-22, Bank has issued and allotted following debt instruments:



- Allotment of 1997 7.95% - Bank of Baroda - Basel III Compliant AT 1 Bonds - Series XVII of face value of Rs. 1,00,00,000/- each (Unsecured, Perpetual) on 26.11.2021.
 - Allotment of 752 8.00% - Bank of Baroda - Basel III Compliant AT 1 Bonds - Series XVIII of face value of Rs. 1,00,00,000/- each (Unsecured, Perpetual) on 31.01.2022.
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (to the extent applicable.)
- h. The Securities and Exchange Board of India (Delisting of equity shares) Regulations, 2021 (Not applicable to the Bank during the Audit Period); and
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Bank during the Audit Period);

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Observations/ Remarks of the Practicing Company Secretary
1	As per Regulation 17(1)(b) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors	The composition of Board of Bank was not proper due to lesser number of Independent Directors till 8 th July, 2021. Now Complied with.
2	As per Regulation 18(1)(b) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, at least two-thirds of the members of audit committee shall be independent directors.	The composition of Audit Committee was not proper due to lesser number of Independent Directors till 7 th August, 2021. Now Complied with.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

For Ragini Chokshi & Co.
(Company Secretaries)



R. K. Chokshi

Ragini Chokshi
(Partner)

C.P.NO. 1436

FCS NO. 2390

UDIN: F002390D000204781

Place: Mumbai
Date: April 25, 2022