

BANK OF BARODA - CORPORATE GOVERNANCE REPORT – FOR THE QUARTER ENDED 31.03.2022

General information about company	
Scrip code	532134
NSE Symbol	BANKBARODA
MSEI Symbol	NOTLISTED
ISIN	INE028A01039
Name of the entity	Bank of Baroda
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I	
Annexure I to be submitted by listed entity on quarterly basis	
I. Composition of Board of Directors	
Disclosure of notes on composition of board of directors explanatory	
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No



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Sr	Title (Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Hasmukh Adhia	00093974	Non-Executive - Independent Director	Chairperson		03-11-1958	NA	01-03-2019	01-03-2022		37	1	1	0	0
2	Mr	Sanjiv Chadha	08368448	Executive Director	Not Applicable	CEO-MD	25-06-1963	NA	20-01-2020	20-01-2020			1	0	0	0
3	Mr	Ajay K Khurana	09076961	Executive Director	Not Applicable		17-03-1964	NA	01-04-2020	20-09-2021			2	0	1	0



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4	Mr	Vikramaditya Singh Khichi	08317894	Executive Director	Not Applicable		24-07-1962	NA	01-10-2018	01-10-2021			1	0	1	0
5	Mr	Debadatta Chand	07899346	Executive Director	Not Applicable		31-01-1971	NA	10-03-2021	10-03-2021			1	0	1	0
6	Mr	Joydeep Dutta Roy	08055872	Executive Director	Not Applicable		01-07-1972	NA	21-10-2021	21-10-2021			1	0	1	0
7	Mr	Amit Agrawal	07117013	Non-Executive - Nominee Director	Not Applicable		27-06-1970	NA	25-01-2020	25-01-2020			2	0	1	0
8	Ms	Parvathy V. Sundaram	07005574	Non-Executive - Nominee Director	Not Applicable		24-11-1959	NA	13-04-2021	13-04-2021			1	0	1	0
9	Mr	Ajay Singhal	08187034	Non-Executive - Independent Director	Not Applicable		14-12-1974	NA	21-12-2021	21-12-2021		4	1	0	2	0
10	Ms	Soundara Kumar	01974515	Non-Executive - Independent	Not Applicable	Shareholder Director	15-08-1954	NA	24-12-2017	24-12-2020		51	5	5	4	2



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				ent Director												
1	Mr	Sridhar Srinivasan	07240718	Non-Executive - Independent Director	Not Applicable	Shareholder Director	03-05-1960	NA	12-12-2018	12-12-2021		40	3	3	4	0
1	Mr	Alok Vajpeyi	00019098	Non-Executive - Independent Director	Not Applicable	Shareholder Director	24-08-1960	NA	09-07-2021	09-07-2021		9	1	1	2	1

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	Textual Information(1)
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Annexure 1 Text Block

Textual Information(1)

Bank is having "Steering Committee of the Board on Rural, FI & CSR", details of which are furnished under "Corporate Social Responsibility Committee"

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07240718	Sridhar Srinivasan	Non-Executive - Independent Director	Chairperson	26-07-2019	01-01-2022	Textual Information(1)
2	01974515	Soundara Kumar	Non-Executive - Independent Director	Chairperson	01-01-2022		
3	07005574	Parvathy V. Sundaram	Non-Executive - Nominee Director	Member	16-04-2021		
4	00019098	Alok Vajpeyi	Non-Executive - Independent Director	Member	08-08-2021		
5	08187034	Ajay Singhal	Non-Executive - Independent Director	Member	01-01-2022		

Sr Text Block	
Textual Information(1)	Date of Cessation is w.e.f. 01.01.2022

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01974515	Soundara Kumar	Non-Executive - Independent Director	Chairperson	23-04-2021	01-01-2022	Textual Information(1)
2	00019098	Alok Vajpeyi	Non-Executive - Independent Director	Chairperson	01-01-2022		
3	00093974	Hasmukh Adhia	Non-Executive - Independent Director	Member	25-11-2020		



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4	01974515	Soundara Kumar	Non-Executive - Independent Director	Member	01-01-2022		
5	07240718	Sridhar Srinivasan	Non-Executive - Independent Director	Member	01-01-2022		

Sr Text Block

Textual Information(1)	Date of Cessation is w.e.f. 01.01.2022
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Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00019098	Alok Vajpeyi	Non-Executive - Independent Director	Chairperson	08-08-2021		
2	09076961	Ajay K Khurana	Executive Director	Member	01-04-2020		
3	08317894	Vikramaditya Singh Khichi	Executive Director	Member	01-10-2018		
4	07899346	Debadatta Chand	Executive Director	Member	10-03-2021		
5	08055872	Joydeep Dutta Roy	Executive Director	Member	21-10-2021		
6	08187034	Ajay Singhal	Non-Executive - Independent Director	Member	01-01-2022		

Risk Management Committee		
Whether the Risk Management Committee has a Regular Chairperson		Yes



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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01974515	Soundara Kumar	Non-Executive - Independent Director	Chairperson	08-08-2021	01-01-2022	Textual Information(1)
2	07240718	Sridhar Srinivasan	Non-Executive - Independent Director	Chairperson	01-01-2022		
3	08368448	Sanjiv Chadha	Executive Director	Member	20-01-2020		Textual Information(2)
4	08187034	Ajay Singhal	Non-Executive - Independent Director	Member	01-01-2022		
5	01974515	Soundara Kumar	Non-Executive - Independent Director	Member	01-01-2022		
6	00019098	Alok Vajpeyi	Non-Executive - Independent Director	Member	08-08-2021		

Sr Text Block	
Textual Information(1)	Date of Cessation is w.e.f. 01.01.2022
Textual Information(2)	MD&CEO

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00093974	Hasmukh Adhia	Non-Executive - Independent Director	Chairperson	06-03-2019		



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2	08368448	Sanjiv Chadha	Executive Director	Member	20-01-2020		Textual Information(1)
3	09076961	Ajay K Khurana	Executive Director	Member	01-04-2020		
4	08317894	Vikramaditya Singh Khichi	Executive Director	Member	01-10-2018		
5	07899346	Debadatta Chand	Executive Director	Member	10-03-2021		
6	08055872	Joydeep Dutta Roy	Executive Director	Member	21-10-2021		
7	08187034	Ajay Singhal	Non-Executive - Independent Director	Member	01-01-2022		
8	00019098	Alok Vajpeyi	Non-Executive - Independent Director	Member	08-08-2021		

Sr Text Block

Textual Information(1)	MD&CEO
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Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	10-11-2021				Yes	10	4
2	07-12-2021		26		Yes	11	4
3		05-02-2022	59		Yes	12	5
4		08-02-2022	2		Yes	12	5
5		25-02-2022	16		Yes	9	4
6		25-03-2022	27		Yes	12	5



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Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	09-11-2021				Yes	3	2
2	Audit Committee	10-11-2021	0			Yes	3	2
3	Audit Committee	09-12-2021	28			Yes	3	2
4	Audit Committee	04-02-2022	56			Yes	4	3
5	Audit Committee	05-02-2022	0			Yes	4	3
6	Audit Committee	04-03-2022	26			Yes	4	3



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Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Audit Committee	11-03-2022	6			Yes	4	3
8	Risk Management Committee	21-10-2021				Yes	4	3
9	Risk Management Committee	08-12-2021				Yes	4	3
10	Risk Management Committee	24-02-2022				Yes	5	4
11	Risk Management Committee	15-03-2022				Yes	5	4
12	Corporate Social Responsibility Committee	08-12-2021				Yes	7	2
13	Corporate Social Responsibility Committee	24-03-2022				Yes	8	3



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Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block	
Textual Information(1)	There is no material transaction during the quarter i.e NIL Transactions, hence shown as Not Applicable

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes



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2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	P K Agarwal
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)	Notes for Sr No. 1 : - The Composition of Board of Directors / Conduct of Meeting of Bank of Baroda is governed through "Banking Companies (Acquisition and Transfer of Undertakings) Act / Scheme, 1970", which we comply.
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Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.bankofbaroda.in/shareholders-corner/
2	Terms and conditions of appointment of independent directors	Yes		https://www.bankofbaroda.in/shareholders-corner/
3	Composition of various committees of board of directors	Yes		https://www.bankofbaroda.in/shareholders-corner/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.bankofbaroda.in/shareholders-corner/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.bankofbaroda.in/shareholders-corner/
6	Criteria of making payments to non-executive directors	Yes		https://www.bankofbaroda.in/shareholders-corner/
7	Policy on dealing with related party transactions	Yes		https://www.bankofbaroda.in/shareholders-corner/
8	Policy for determining ‘material’ subsidiaries	Yes		https://www.bankofbaroda.in/shareholders-corner/
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.bankofbaroda.in/shareholders-corner/



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Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.bankofbaroda.in/shareholders-corner/
11	email address for grievance redressal and other relevant details	Yes		https://www.bankofbaroda.in/shareholders-corner/
12	Financial results	Yes		https://www.bankofbaroda.in/shareholders-corner/
13	Shareholding pattern	Yes		https://www.bankofbaroda.in/shareholders-corner/
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://www.bankofbaroda.in/shareholders-corner/
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.bankofbaroda.in/shareholders-corner/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.bankofbaroda.in/shareholders-corner/
18	Credit rating or revision in credit rating obtained	Yes		https://www.bankofbaroda.in/shareholders-corner/



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19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.bankofbaroda.in/shareholders-corner/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.bankofbaroda.in/shareholders-corner/
21	Materiality Policy as per Regulation 30	Yes		https://www.bankofbaroda.in/shareholders-corner/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.bankofbaroda.in/shareholders-corner/
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.bankofbaroda.in/shareholders-corner/

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	NA	
2	Board composition	17(1), 17(1A) & 17(1B)	NA	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	



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8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	



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Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				



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Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	NA	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block	
Textual Information(1)	(1) Notes for Sr No. 1, 2, 6, 8, 32, 33: - The Composition of Board of Directors of Bank of Baroda is governed through "Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970" i.e. the Act, meaning thereby the provision of the Companies Act, 2013 are Not Applicable. All the Directors, except elected Directors amongst the Shareholders' other than Central Government, are appointed / Nominated by Government of India pursuant to the provisions under Section 9(3) of the Act. The Bank is regulated by Reserve Bank of India in respect of major compliance matters. Compensation / Fees is being paid as per GOI guidelines.



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	(2) Notes for Sr No. 12 - GOI guidelines dated 30.08.2019 are followed.
	(3) Notes for Sr No. 29 - There is no material subsidiary.

Annexure II		
1	Name of signatory	P K Agarwal
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	P K Agarwal
2	Designation	Company Secretary and Compliance Officer



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Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details	
Name of signatory	P K Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	21-04-2022

