

BCC:ISD:112:16:191

23.06.2020

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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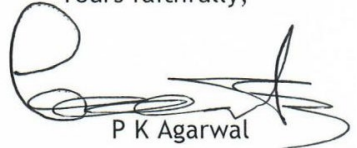

Dear Sir / Madam,

Re: Bank of Baroda - Annual Secretarial Compliance Report for the year ended 31.03.2020

We refer to SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and enclose Annual Secretarial Compliance Report for the year ended 31.03.2020 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




Tel 022-2283 1120
022-2283 1134

Ragini Chokshi & Co. ***Company Secretaries***

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Secretarial Compliance Report

of **BANK OF BARODA** for the year ended March 31, 2020

[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, 2020 ("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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

During the year 2019-20, Bank has issued and allotted equity shares as under:

- The Bank has allotted 77,26,51,938 Equity Shares of Rs. 2/- each to eligible shareholders of eVijaya Bank and eDena Bank on 01.04.2019.
- The Bank has allotted 42,85,59,286 Equity Shares of Rs. 2/- each to Promoter and Promoter Group on 17.06.2019.



- The Bank has allotted 12,23,73,432 Equity Shares of Rs. 2/- each to Employees of Bank of Baroda under BOB ESPS 2019 on 25.10.2019.
 - The Bank has allotted 65,14,65,798 Equity Shares of Rs. 2/- each to Promoter and Promoter Group on 12.12.2019.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Bank during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

During the year 2019-20, Bank has issued and allotted following debt instruments:

- Allotment of 5000 7.75% - Bank of Baroda - Basel III Compliant Tier II Bonds - Series XXII of face value of Rs. 10,00,000/- each (Unsecured, Redeemable) on 11.09.2019.
 - Allotment of 16500 8.70% - Bank of Baroda - Basel III Compliant AT 1 Bonds - Series X of face value of Rs. 10,00,000/- each (Unsecured, Perpetual) on 28.11.2019.
 - Allotment of 17470 8.99% - Bank of Baroda - Basel III Compliant AT 1 Bonds - Series XI of face value of Rs. 10,00,000/- each (Unsecured, Perpetual) on 18.12.2019.
 - Allotment of 9200 7.44% - Bank of Baroda - Basel III Compliant Tier II Bonds - Series XXIII of face value of Rs. 10,00,000/- each (Unsecured, Redeemable) on 03.01.2020.
 - Allotment of 2000 7.84% - Bank of Baroda - Basel III Compliant Tier II Bonds - Series XXIV of face value of Rs. 10,00,000/- each (Unsecured, Redeemable) on 15.01.2020.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Bank during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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 (Regulations/ guidelines including clause)	Requirement circulars / including specific	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL				



- (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...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable during the year under review				

For Ragini Chokshi & Co.
(Company Secretaries)

R. K. Chokshi

Ragini Chokshi
(Partner)
C.P.NO. 1436
FCS NO. 2390

UDIN:F002390B000317287

Place: Mumbai
Date: June 04, 2020

