

## Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023

<b>General information about company</b>	
Scrip code	532134
NSE Symbol	BANKBARODA
MSEI Symbol	NOTLISTED
ISIN	INE028A01039
Name of the entity	Bank Of Baroda
Date of start of financial year	01-04-2023
Date of end of financial year	30-06-2023
Reporting Quarter	Quarterly
Date of Report	30-06-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

**Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023**

**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	Disqualification of Directors under section 164 of the Companies Act, 2013

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 the director is dis-qualified?	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regula-tions]	Initial Date of appoint-ment	Date of Re-appoint-ment	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 Chairperson 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	No	NA	01-03-2019	01-03-2022		52	1	1	0	0
2	Mr	Sanjiv Chadha	08368448	Executive Director	Not Applicable	CEO-MD	25-06-1963	No	NA	20-01-2020	20-01-2020	30-06-2023		1	0	0	0
3	Mr	Ajay K Khurana	09076961	Executive Director	Not Applicable		17-03-1964	No	NA	01-04-2020	20-09-2021			2	0	1	0
4	Mr	Debadatta Chand	07899346	Executive Director	Not Applicable		31-01-1971	No	NA	10-03-2021	10-03-2021			2	0	1	0
5	Mr	Joydeep Dutta Roy	08055872	Executive Director	Not Applicable		01-07-1972	No	NA	21-10-2021	21-10-2021			1	0	1	0

## Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023

6	Mr	Lalit Tyagi	08220977	Executive Director	Not Applicable		14-06-1971	No	NA	21-11-2022	21-11-2022			1	0	1	0
7	Mr	Mukesh Bansal	03359724	Non-Executive - Nominee Director	Not Applicable		05-08-1978	No	NA	15-12-2022	15-12-2022			2	0	1	0
8	Mrs	Parvathy V. Sundaram	07005574	Non-Executive - Nominee Director	Not Applicable		24-11-1959	No	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	No	NA	21-12-2021	21-12-2021		18	1	1	2	0
10	Mrs	Soundara Kumar	01974515	Non-Executive - Independent Director	Not Applicable	Shareholder Director	15-08-1954	No	NA	24-12-2017	24-12-2020		66	5	5	4	2
11	Mr	Sridhar Srinivasan	07240718	Non-Executive - Independent Director	Not Applicable	Shareholder Director	03-05-1960	No	NA	12-12-2018	12-12-2021		54	3	3	4	0
12	Mr	Alok Vajpeyi	00019098	Non-Executive - Independent Director	Not Applicable	Shareholder Director	24-08-1960	No	NA	09-07-2021	09-07-2021		23	2	2	4	2

### Annexure 1

#### II. Composition of Committees

Disclosure of notes on composition of committees explanatory	Textual Information(1)
--	------------------------

#### 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"

**Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023**

<b>Audit Committee Details</b>							
Whether the Audit 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	01-01-2022		
2	07005574	Parvathy V. Sundaram	Non-Executive - Nominee Director	Member	16-04-2021		
3	00019098	Alok Vajpeyi	Non-Executive - Independent Director	Member	08-08-2021		
4	08187034	Ajay Singhal	Non-Executive - Independent Director	Member	01-01-2022		

<b>Nomination and Remuneration Committee</b>							
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	00019098	Alok Vajpeyi	Non-Executive - Independent Director	Chairman	01-01-2022		
2	00093974	Hasmukh Adhia	Non-Executive - Independent Director	Member	25-11-2020		
3	01974515	Soundara Kumar	Non-Executive - Independent Director	Member	01-01-2022		
4	07240718	Sridhar Srinivasan	Non-Executive - Independent Director	Member	01-01-2022		

**Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023**

<b>Stakeholders Relationship Committee</b>							
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	Chairman	08-08-2021		
2	09076961	Ajay K Khurana	Executive Director	Member	01-04-2020		
3	07899346	Debadatta Chand	Executive Director	Member	10-03-2021		
4	08055872	Joydeep Dutta Roy	Executive Director	Member	21-10-2021		
5	08220977	Lalit Tyagi	Executive Director	Member	21-11-2022		
6	08187034	Ajay Singhal	Non-Executive - Independent Director	Member	01-01-2022		

<b>Risk Management Committee</b>							
Whether the Risk Management 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	07240718	Sridhar Srinivasan	Non-Executive - Independent Director	Chairman	01-01-2022		
2	08368448	Sanjiv Chadha	Executive Director	Member	20-01-2020	30-06-2023	Textual Information(1)
3	08187034	Ajay Singhal	Non-Executive - Independent Director	Member	01-01-2022		
4	01974515	Soundara Kumar	Non-Executive - Independent Director	Member	01-01-2022		
5	00019098	Alok Vajpeyi	Non-Executive - Independent Director	Member	08-08-2021		

**Sr Text Block**

Textual Information(1)	MD & CEO
------------------------	----------

**Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023**

<b>Corporate Social Responsibility Committee</b>							
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	Chairman	06-03-2019		
2	08368448	Sanjiv Chadha	Executive Director	Member	20-01-2020	30-06-2023	Textual Information(1)
3	09076961	Ajay K Khurana	Executive Director	Member	01-04-2020		
4	07899346	Debadatta Chand	Executive Director	Member	10-03-2021		
5	08055872	Joydeep Dutta Roy	Executive Director	Member	21-10-2021		
6	08220977	Lalit Tyagi	Executive Director	Member	21-11-2022		
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
------------------------	----------

**Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023**

**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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	17.01.2023				Yes	12	12	5
2	03.02.2023		16		Yes	12	12	5
3	23.02.2023		19		Yes	12	12	5
4	24.03.2023		28		Yes	12	12	5
5		21.04.2023	27		Yes	12	10	5
6		16.05.2023	24		Yes	12	12	5
7		02.06.2023	16		Yes	12	12	5
8		16.06.2023	13		Yes	12	11	5

**Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023**

**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)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	02-02-2023	Yes	4	4	3	0
2	Audit Committee	03-02-2023	Yes	4	4	3	0
3	Audit Committee	24-02-2023	Yes	4	4	3	0
4	Audit Committee	06-03-2023	Yes	4	3	3	0
5	Audit Committee	14-03-2023	Yes	4	3	2	0
6	Audit Committee	20-04-2023	Yes	4	4	3	0
7	Audit Committee	15-05-2023	Yes	4	4	3	0
8	Audit Committee	16-05-2023	Yes	4	4	3	0
9	Audit Committee	06-06-2023	Yes	4	4	3	0



**Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023**

10	Audit Committee	26-06-2023	Yes	4	4	3	0
11	Risk Management Committee	20-01-2023	Yes	5	4	3	0
12	Risk Management Committee	28-02-2023	Yes	5	5	3	0
13	Risk Management Committee	17-03-2023	Yes	5	5	3	0
14	Risk Management Committee	26-05-2023	Yes	5	4	3	0
15	Risk Management Committee	27-06-2023	Yes	5	4	3	0
16	Rural, FI & Corporate Social Responsibility Committee	16-02-2023	Yes	8	8	3	0
17	Nomination & Remuneration Committee	21-04-2023	Yes	4	4	4	0
18	Stakeholder Relationship Committee	26-06-2023	Yes	6	5	2	0

**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)

**Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023**

**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
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 1000 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)

**Bank of Baroda – Corporate Governance Report for the quarter ended 30<sup>th</sup> June 2023**

**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 of Bank of Baroda is governed through "Banking Companies (Acquisition and Transfer of Undertakings) Act / Scheme, 1970".
------------------------	---

**Signatory Details**

Name of signatory	P K Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	12-07-2023