

Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	30-06-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 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



Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

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?	Initial Date of appointment	Date of Re-appointment	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	NA	01-03-2019	01-03-2022	40	1	1	0	0
2	Mr	Sanjiv Chadha	08368448	Executive Director	Not Applicable	CEO-MD	25-06-1963	NA	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
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			1	0	1	0
6	Mr	Joydeep Dutta Roy	08055872	Executive Director	Not Applicable		01-07-1972	NA	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			2	0	1	0



Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

8	Mrs	Parvathy V. Sundaram	07005574	Non-Executive - Nominee Director	Not Applicable		24-11-1959	NA	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		7	1	0	2	0
10	Mrs	Soundara Kumar	01974515	Non-Executive - Independent Director	Not Applicable	Shareholder Director	15-08-1954	NA	24-12-2017	24-12-2020	54	5	5	4	2
11	Mr	Sridhar Srinivasan	07240718	Non-Executive - Independent Director	Not Applicable	Shareholder Director	03-05-1960	NA	12-12-2018	12-12-2021	43	3	3	4	0
12	Mr	Alok Vajpeyi	00019098	Non-Executive - Independent Director	Not Applicable	Shareholder Director	24-08-1960	NA	09-07-2021		12	1	1	2	1



Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

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		
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		



Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

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	00019098	Alok Vajpeyi	Non-Executive - Independent Director	Chairperson	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		

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		



Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

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		
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	01-01-2022		
2	08368448	Sanjiv Chadha	Executive Director	Member	20-01-2020		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 on 30.06.2022

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		
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



Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

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	05-02-2022				Yes	12	5
2	08-02-2022		2		Yes	12	5
3	25-02-2022		16		Yes	9	4
4	25-03-2022		27		Yes	12	5
5		29-04-2022	34		Yes	12	5
6		13-05-2022	13		Yes	11	5
7		31-05-2022	17		Yes	11	5
8		27-06-2022	26		Yes	11	5



Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

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	04-02-2022				Yes	4	3
2	Audit Committee	05-02-2022	0			Yes	4	3
3	Audit Committee	04-03-2022	26			Yes	4	3
4	Audit Committee	11-03-2022	6			Yes	4	3
5	Audit Committee	21-04-2022	40			Yes	4	3
6	Audit Committee	12-05-2022	20			Yes	4	3



Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

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	13-05-2022	0			Yes	4	3
8	Audit Committee	31-05-2022	17			Yes	4	3
9	Audit Committee	28-06-2022	27			Yes	4	3
10	Risk Management Committee	24-02-2022				Yes	5	4
11	Risk Management Committee	15-03-2022				Yes	5	4
12	Risk Management Committee	05-05-2022				Yes	5	4
13	Risk Management Committee	15-06-2022				Yes	5	4



Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

14	Nomination and remuneration committee	21-04-2022				Yes	4	4
15	Stakeholders Relationship Committee	27-06-2022				Yes	6	2
16	Corporate Social Responsibility Committee	24-03-2022				Yes	8	3
17	Corporate Social Responsibility Committee	06-05-2022				Yes	8	3

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 on 30.06.2022

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 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



Bank of Baroda – Corporate Governance Report – for the quarter ended on 30.06.2022

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 of Bank of Baroda is governed through "Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970".
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Signatory Details

Name of signatory	P K Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	11-07-2022

