

Bank of Baroda – Corporate Governance Report for the quarter ended 30th September 2023

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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

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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
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Hasmukh Adhia	ABIPA0026H	00093974	Non-Executive - Independent Director	Chairperson		03-11-1958
2	Mr	Debadatta Chand	ABUPC7892D	07899346	Executive Director	Not Applicable		31-01-1971
3	Mr	Ajay K Khurana	AAFPPK3551M	09076961	Executive Director	Not Applicable		17-03-1964
4	Mr	Joydeep Dutta Roy	ACNPD5215F	08055872	Executive Director	Not Applicable		01-07-1972
5	Mr	Lalit Tyagi	ABKPT5593J	08220977	Executive Director	Not Applicable		14-06-1971
6	Mr	Mukesh Bansal	AGYPB0240P	03359724	Non-Executive - Nominee Director	Not Applicable		05-08-1978
7	Mrs	Parvathy V. Sundaram	AEJPP4157Q	07005574	Non-Executive - Nominee Director	Not Applicable		24-11-1959
8	Mr	Ajay Singhal	AGFPS8072F	08187034	Non-Executive - Independent Director	Not Applicable		14-12-1974
9	Mrs	Soundara Kumar	AAXPS4712N	01974515	Non-Executive - Independent Director	Not Applicable	Shareholder Director	15-08-1954

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10	Mr	Sridhar Srinivasan	AHHPS9245F	07240718	Non-Executive - Independent Director	Not Applicable	Shareholder Director	03-05-1960
11	Mr	Alok Vajpeyi	ABTPV2684H	00019098	Non-Executive - Independent Director	Not Applicable	Shareholder Director	24-08-1960

I. Composition of Board of Directors

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

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				
2	No				
3	No				
4	No				
5	No				
6	No				
7	No				
8	No				
9	No				
10	No				
11	No				

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I. Composition of Board of Directors												
Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-03-2019	01-03-2022		54	3	3	0	0		
2	NA		01-07-2023				1	0	1	0		
3	NA		01-04-2020	20-09-2023			1	0	1	0		
4	NA		21-10-2021	21-10-2021			1	0	1	0		
5	NA		21-11-2022	21-11-2022			2	1	1	0		
6	NA		15-12-2022	15-12-2022			2	0	1	0		
7	NA		13-04-2021	13-04-2021			1	0	1	0		
8	NA		21-12-2021	21-12-2021		21	1	1	2	0		
9	NA		24-12-2017	24-12-2020		69	5	5	4	2		
10	NA		12-12-2018	12-12-2021		57	4	4	4	0		
11	NA		09-07-2021	09-07-2021		26	2	2	4	2		

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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"

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		

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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	08055872	Joydeep Dutta Roy	Executive Director	Member	21-10-2021		
4	08220977	Lalit Tyagi	Executive Director	Member	21-11-2022		
5	08187034	Ajay Singhal	Non-Executive - Independent Director	Member	01-01-2022		

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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	07899346	Debadatta Chand	Executive Director	Member	01-07-2023		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

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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	07899346	Debadatta Chand	Executive Director	Member	01-07-2023		Textual Information(1)
3	09076961	Ajay K Khurana	Executive Director	Member	01-04-2020		
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		
7	07240718	Sridhar Srinivasan	Non-Executive - Independent Director	Member	01-01-2022		

Sr Text Block	
Textual Information(1)	MD & CEO

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)	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	21-04-2023				Yes	12	10	5
2	16-05-2023		24		Yes	12	12	5
3	02-06-2023		16		Yes	12	12	5
4	15-06-2023		12		Yes	12	11	5
5	16-06-2023		0		Yes	12	11	5
6		07-07-2023	20		Yes	11	9	5
7		05-08-2023	28		Yes	11	11	5
8		25-08-2023	19		Yes	11	10	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)	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	20-04-2023				Yes	4	4	3	0
2	Audit Committee	15-05-2023	24			Yes	4	4	3	0
3	Audit Committee	16-05-2023	0			Yes	4	4	3	0
4	Audit Committee	06-06-2023	20			Yes	4	4	3	0
5	Audit Committee	26-06-2023	19			Yes	4	4	3	0
6	Audit Committee	27-07-2023	30			Yes	4	4	3	0

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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)	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)
7	Audit Committee	04-08-2023	7			Yes	4	3	3	0
8	Audit Committee	05-08-2023	0			Yes	4	4	3	0
9	Audit Committee	17-08-2023	11			Yes	4	4	3	0
10	Audit Committee	28-08-2023	10			Yes	4	3	2	0
11	Audit Committee	16-09-2023	18			Yes	4	4	3	0
12	Audit Committee	22-09-2023	5			Yes	4	4	3	0
13	Risk Management Committee	27-06-2023				Yes	5	4	3	1

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14	Risk Management Committee	16-09-2023	80			Yes	5	4	3	1
15	Corporate Social Responsibility Committee	25-07-2023				Yes	7	7	3	0
16	Nomination and remuneration committee	21-04-2023				Yes	4	4	4	0
17	Stakeholders Relationship Committee	26-06-2023	65			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)

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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

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9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)
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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".
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Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

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

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

Text Block	
Textual Information(1)	Bank of Baroda is a Public Sector Bank

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

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Signatory Details	
Name of signatory	P K Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-10-2023