

**INDEPENDENT AUDITORS' CERTIFICATE**

**Independent Auditors' Certificate for Security Cover and compliance with Covenants as at March 31, 2024 and compliance with covenants in respect of listed debt securities pursuant to the requirements of Regulation 54 read with Regulation 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Circular No. SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023.**

To,

<b>The Board of Directors, Bank of Baroda, Baroda Corporate Centre, C-26, G Block, Bandra Kurla Complex, Bandra East, Mumbai, 400051</b>	<b>IDBI Trusteeship Services Ltd.</b> Universal Insurance Building, Ground Floor, Sir P.M. Road, Fort, Mumbai – 400001	<b>Canara Bank,</b> ET & T Section, FM& S Wing, Head Office, No. 112, JC Road, Bangalore – 560002
<b>Centbank Financial Services Limited, 3<sup>rd</sup> Floor(East Wing), Central Bank of India MMO Building, 55 M.G. Road, Fort, Mumbai 400001</b>	<b>Catalyst Trusteeship Limited,</b> Unit No- 901, 9th Floor, Tower B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013	<b>Axis Trustee Services Limited,</b> The Ruby, 2nd Floor (SW) 29, Senapati Bapat Marg, Dadar West, Mumbai – 400 028

1. This certificate is issued in accordance with the terms of our engagement letter dated 11<sup>th</sup> March, 2024 with Bank of Baroda ("the Bank").
2. We, M/S V Sankar Aiyar & Co., Chartered Accountant, are Joint Statutory Central Auditors of the Bank and have been requested by the Bank to examine the accompanying Annexure showing 'Security Cover and compliance with Covenants' as at March 31, 2024 in respect of unsecured Bonds issued on Private Placement basis ("the Annexure") which has been prepared by the Bank from the audited Financial Statements and other relevant records and documents maintained by the Bank as at and for the year ended March 31, 2024 pursuant to the requirements of Regulation 54 read with Reg 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Regulations"), and Circular No. SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023.
3. The certificate is required by the Bank for the purpose of submission to the Debenture Trustees of the Bank and the Stock Exchanges to ensure compliance with the SEBI Regulations and SEBI Circular SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023 in respect of its unsecured Bonds as at March 31, 2024 ("Debentures"). The Bank has entered into agreement(s) with the Debenture

Trustees ("Debenture Trust Deed") in respect of such unsecured bonds issued on private placement, as indicated in the Annexure.

#### **4. Management's Responsibility**

It is the responsibility of the management to prepare the Annexure including the preparation and maintenance of all accounting and other relevant supporting records and documents and extract the data related to Security Cover from the books of accounts and other relevant records of the Bank as at and for the year ended March 31, 2024. The responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the data of security Cover and applying an appropriate basis of preparation. This responsibility includes compliance with maintenance of Security Cover pursuant to the requirements of Regulation 54 read under Reg 56(1)(d) of the SEBI Regulations and Circular No. SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023. This responsibility includes compliance with all the covenants of Information Memorandum and Debenture Trust Deed in respect of unsecured Bonds issued on Private Placement basis.

As per clarification received from NSE, entities having only unsecured debt securities are required to submit a "NIL" report in the prescribed format with reference to SEBI Circular no. SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023.

The Management Is also responsible for complying with various provisions of Reserve Bank of India guidelines, applicable Accounting Standards, The Banking Regulation Act, 1949 and conditions stated in the SEBI Regulations

#### **5. Auditors' Responsibility**

Pursuant to the requirements of SEBI Regulations and SEBI Circulars, our responsibility is to provide a reasonable assurance in the form of an opinion based on the Books of accounts and other relevant records with respect to the data of Security Cover as laid down in Annexure as at March 31, 2024 and form an opinion based on our examination of books and records as to whether the Bank has complied with covenants of Information Memorandum in respect of unsecured Bonds issued on Private Placement basis.

6. We have obtained the list of covenants in the Information Memorandum and Debenture Trust Deed from the management and verified the compliance with the relevant supporting records and documents produced before us.
7. We conducted our examination of the Annexure in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) in so far applicable for the purpose of the certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.



8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements
9. Our scope of work did not include verification of compliance with other requirements of the SEBI Regulations / other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Bank.

**10. Opinion**

Based on our examination and procedures performed by us, as above and according to the information and explanations given to us, we report that the data related to Security Cover as laid down in Annexure as at March 31, 2024 has been extracted accurately from the Books of account as at and for the year ended March 31, 2024 pursuant to the requirements of Regulation 54 read under Reg 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Regulations") and Circular No. SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023.

Further we report that the Bank has complied with covenants of Information Memorandum in respect of unsecured Bonds issued on Private Placement basis.

**11. Restriction on Distribution and Use**

This certificate has been prepared at the request of the Bank solely for the purpose of enabling it to comply with the requirements of the SEBI Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

**For V Sankar Aiyar & Co.**

Chartered Accountants

Firm Registration No. 109208W

*g.sankar*

Partner: G Sankar

Membership No. 046050

UDIN: 24046050BKC

Place: Mumbai

Date: 10<sup>th</sup> May, 2024



## Annexure I

Security cover for the quarter ended March 31, 2024 and compliance with covenants in respect of listed non-convertible securities pursuant to the requirements of Regulation 54 read with Regulation 56 (1) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Circular no SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023.

a) Bank of Baroda has vide its Board Resolution and information memorandum/ offer documents and under various Debenture Trust Deeds, has issued the following listed non-convertible securities:

SR No	ISIN	Private Placement / Public Issue	Type of charge	Outstanding Amount As on 31-03-2024 (Rs. In Crs)	Cover	Security
					Required	Required
1	INE028A08299	Private Placement	Unsecured	2,474.00	NA	NA
2	INE028A08265	Private Placement	Unsecured	1,997.00	NA	NA
3	INE028A08273	Private Placement	Unsecured	752.00	NA	NA
4	INE028A08240	Private Placement	Unsecured	969.00	NA	NA
5	INE028A08257	Private Placement	Unsecured	188.00	NA	NA
6	INE028A08216	Private Placement	Unsecured	764.00	NA	NA
7	INE028A08224	Private Placement	Unsecured	981.00	NA	NA
8	INE028A08232	Private Placement	Unsecured	833.00	NA	NA
9	INE028A08174	Private Placement	Unsecured	1,650.00	NA	NA
10	INE028A08182	Private Placement	Unsecured	1,747.00	NA	NA
11	INE028A08190	Private Placement	Unsecured	920.00	NA	NA
12	INE028A08331	Private Placement	Unsecured	2,500.00	NA	NA
13	INE028A08315	Private Placement	Unsecured	2,500.00	NA	NA
14	INE028A08166	Private Placement	Unsecured	500.00	NA	NA
15	INE028A08208	Private Placement	Unsecured	2,000.00	NA	NA
16	INE705A08052	Private Placement	Unsecured	500.00	NA	NA
17	INE705A08078	Private Placement	Unsecured	450.00	NA	NA
18	INE077A08098	Private Placement	Unsecured	400.00	NA	NA
19	INE705A08037	Private Placement	Unsecured	500.00	NA	NA
20	INE028A09123	Private Placement	Unsecured	500.00	NA	NA
21	INE028A08281	Private Placement	Unsecured	1,000.00	NA	NA
22	INE028A08307	Private Placement	Unsecured	5,000.00	NA	NA
23	INE028A08323	Private Placement	Unsecured	5,000.00	NA	NA
			<b>Total</b>	<b>34,125.00</b>		

b) Monitoring of covenants:

1. Compliance status with respect to financial covenants of its listed non-convertible securities : **Complied With**
2. Compliance with all the covenants, in respect of listed non-convertible securities : **Complied With**





(c) Security Cover for listed unsecured listed non-convertible securities:

The security provided by the listed entity provide coverage of \_\_ times of the interest and principal amount, which is in accordance with the terms of issue/ debenture trust deed : **Not Applicable** (As per clarification received from NSE, entities having only unsecured debt securities are required to submit a "NIL" report in the prescribed format with reference to SEBI Circular No : SEBI/HO/DDHS/P/CIR/2023/50 dated March 31, 2023.

Column A	Column B	Column C [i]	Column D [ii]	Column E [iii]	Column F [iv]	Column G [v]	Column H [vi]	Column I [vii]	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari passu charge)	Other assets on which there is pari-Passu charge (excluding items covered in column F)		debt amount considered more than once (due to exclusive plus pari passu charge)	Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets viii	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA market value is not applicable)	Total Value=(E+I +M+ N)	
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
<b>Nil</b>														
<b>ASSETS</b>														
Property, Plant and Equipment														
Capital Work-in-Progress														
Right of Use Assets														
Goodwill														
Intangible Assets														
Intangible Assets under Development														
Investments														
Loans														
Inventories														
Trade Receivables														
Cash and Cash Equivalents														
Bank Balances other than Cash and Cash Equivalents														
Others														
Total														
<b>LIABILITIES</b>														
Debt securities to which this certificate pertains														
Other debt sharing pari-passu charge with above debt														
Other debt														
Subordinated debt														
Borrowings														
Bank														
Debt Securities														
Others														
Trade payables														
Lease Liabilities														
Provisions														
Others														
Total														
Cover on Book Value														
Cover on Market Value														
Exclusive Security Cover Ratio														
Pari-Passu Security Cover Ratio														

For Bank of Baroda

*Bala Subramanyam Lanka*  
**Bala Subramanyam Lanka**  
 General Manager  
 Treasury



For V Sankar Aiyar & Co.  
 Chartered Accountants  
 Firm Registration No. 109208W

*G Sankar*  
**G Sankar**  
 Partner  
 Membership No. 046050  
 UDIN: 240460508BK  
 Place: Mumbai  
 Date: 10 MAY 2024

