

संदर्भ क्र. Ref. No.:HO:IRC:RVU:2024-25:83

दिनांक Date: 15/05/2024

<b>Scrip Code: BANKINDIA</b>	<b>Scrip Code: 532149</b>
The Vice President – Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai 400 051.	The Vice-President – Listing Department, BSE Ltd., 25, P.J. Towers, Dalal Street, Mumbai 400 001.

Dear Sir/Madam,

**Secretarial Compliance Report of the Bank  
for the Financial Year ended 2023-24**

In compliance of Regulation 24A of SEBI (LODR), 2015 Bank had appointed M/s. Sawant & Associates, a Practicing Company Secretaries firm, as a Secretarial Auditor of the Bank for the year ended March, 2024. They have carried out Secretarial Audit and submitted the Annual Secretarial Compliance Report.

We are enclosing the copy of the same for your records please.

Thanking you,

भवदीय Yours faithfully,



(Rajesh V Upadhyia)

कंपनी सचिव Company Secretary



**SECRETARIAL COMPLIANCE REPORT OF BANK OF INDIA FOR THE FINANCIAL YEAR  
ENDED 31<sup>ST</sup> MARCH 2024**

(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 Dated 8<sup>th</sup> February 2019 as per Regulation 24A of SEBI )  
(Listing Obligation and Disclosure Requirement, 2015, as amended)

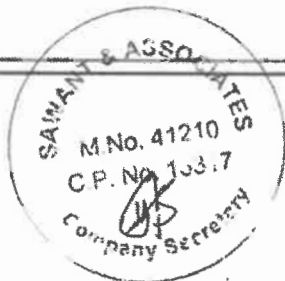
To,  
The Members of Bank of India.

We have examined :

- a. All the documents and records made available to us and explanation provided by Bank of India ("the listed entity"),
- b. The filings/ submissions made by the listed entity to the stock exchanges,
- c. Website of the listed entity,
- d. Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March 2024 ("Review Period") in respect of compliance with the provisions of :
  - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - b) 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:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 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 during the year under review)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the year under review)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



Akash Vihar CHS, B 108, Bhujbal wadi,  
Rambaug lane 2, Kalyan West – 421301.  
+91 9969967790  
pcsprachi01@gmail.com

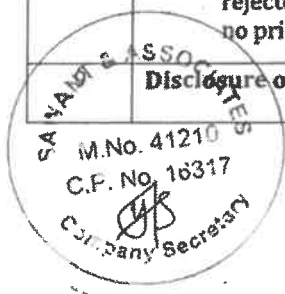
- i) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (other regulations as applicable) and circulars/ guidelines issued thereunder;

I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/NO/NA)	Observations / Remarks by PCS*
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	The listed entity, being a Public sector Bank has complied with the Secretarial Standards (SS) to the extent applicable to them during the year under review.
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Six policies (detailed here) are adopted and approved from time to time by the Board of Directors: <ul style="list-style-type: none"> <li>• Business Responsibility &amp; Sustainability Reporting Policy</li> <li>• Disclosure Policy</li> <li>• Dividend Distribution Policy</li> <li>• Policy on Determination and Disclosure of Material Events/ Information</li> <li>• Policy for Monitoring usages of pre-designed / Pre-signed Blank Stationery/ Share Certificates, Warrants, etc</li> <li>• Bank of India Directors and Employee Code of Conduct for Prohibition of Insider Trading.</li> </ul>
3	<b>Maintenance and disclosures on the Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> </ul>	Yes	All the required information is available on the Bank's website under Investor Corner → Disclosures under SEBI.



	<ul style="list-style-type: none"> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	<p>Yes</p> <p>Yes</p>	<p><a href="http://www.bankofindia.co.in">www.bankofindia.co.in</a></p>
4	<p><b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>None of the Directors are Disqualified under Section 164 of Companies Act, 2013.</p>
5	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>a) Identification of material subsidiary companies</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	<p>The Listed entity does not have any subsidiary to be classified as a 'material subsidiary'.</p> <p>All relevant disclosures have been made.</p>
6	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulation and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	<p>Yes</p>	<p>Preservation and maintenance of records Policy is in place. Physical copies and digitized copies are stored at the Head Office and all Shareholder and Bondholder related details are available with the RTA in both physical and digitized format.</p>
7	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted a performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year /during the financial year as prescribed in SEBI Regulation</p>	<p>Yes</p>	<p>The listed entity has duly conducted a Performance Evaluation of the Board.</p>
8	<p><b>Related Party Transactions:</b></p> <p>a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or</p> <p>b) The listed entity has provided detailed reasons along with confirmation of whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>N.A</p>	<p>There are very few related party transactions. All related party transactions are carried out with the prior approval of the Audit Committee of the Board.</p>
	<p><b>Disclosure of events or information:</b></p>		



	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	The listed entity has made all relevant disclosures to the Stock Exchanges pursuant to the said Regulation.
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3 (6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The listed entity has installed an in house Structural Digital Database software and trained all employees about relevant regulations and disclosures to be submitted to the Entity. Quarterly compliances certificate are submitted to the Stock Exchanges. All relevant provisions have been duly complied with.
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	N.A	No Actions have been initiated by SEBI against the Entity and other mentioned herein.
12	<b>Additional Non- Compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A	No Additional Non Compliances have been observed.

Compliances related to the resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019: **NO EVENT FOR RESIGNATION OF AUDITORS HAS BEEN OBSERVED FOR THE LISTED ENTITY AND ITS SUBSIDIARIES. HENCE NOT APPLICABLE.**

Sr. No.	Particulars	Compliance Status (Yes/NO/NA)	Observations / Remarks by PCS*
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or		



	<p>III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>I. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>		
	<p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee of the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>II. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in cases where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon		



resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.		
--	--	--

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

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 Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1	Provisions pertaining to Board Composition (Regulation 18) of SEBI LODR.	Regulation 18	Compositions of Audit Committee	National Stock Exchange (NSE)	Clarification	Audit Committee Composition not as per SEBI LODR	NA	NSE has sought clarification for deviation from Regulation 18 by the Listed Entity	@@As detailed hereunder	

@@ Vide letter dated 30.04.2024, Bank has replied to NSE as under.

**Remarks:-**

**Regulation 18 -**

Presently, Audit Committee of the Board is constituted as per the Circulars issued by RBI from time to time.

In the March quarter, there were Four members in the ACB. Two Independent Directors, Government Nominee Director and RBI Nominee Director.

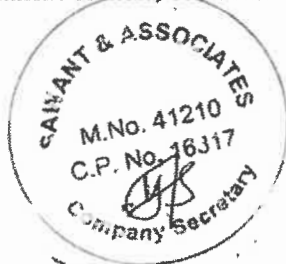
As per DFS guidelines no. 16/11/2015-B0.1 dated 17.06.2016, any directors who are on the Management Committee / Credit Approval Committee shall not be on the Audit committee in any capacity. As per the RBI guidelines, the Chairperson of the Board cannot be a member of the Audit Committee.

Two Independent Directors - Mr. Munish Kumar Raihan and Mr. V V Shenoy are members of Management Committee and other Committees and thus cannot be part of the ACB. However, at present, 50% of the members are independent.

Hence, the Bank is not in a position to have two third of the independent members on ACB.

**Bank Explanation:**

Bank is governed under the Banking Regulation Act 1949, Banking Companies (Acquisition and transfer of Undertakings) Act 1970 and Nationalised Banks (Management & Miscellaneous provisions) Scheme 1970. Currently, there are few vacancies on the Board which has resulted in the composition of Audit Committee of the Board with lesser strength and thus, the Bank is unable to meet the requirement of SEBI LODR in toto. The Bank has requested Government of India to fill the vacancies. Once these vacancies are filled up by the Government of India, our Bank will be able to comply with the requirements of Audit Committee composition.



c) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1	Provisions pertaining to Board Composition (Regulation 17) of SEBI LODR.	Regulation 17	Half of the Board is not Independent.	National Stock Exchange (NSE)	Clarification	Independent Directors	NA	NSE has sought clarification for deviation from Regulation 18 by the Listed Entity	@@As detailed hereunder	

**@@ Bank Explanation:-**

When the board chairman is a non-executive director, a minimum of one-third directors shall be made up of independent directors. Bank fulfils the criteria of Independent Directors w.e.f 21.02.2024.

The details mentioned in the above table report on the deviations mentioned in the earlier year's report and actions initiated by the management to rectify the non-compliances and move to a better-complied Entity

**UDIN: A041210F000367426**  
**For Sawant & Associates**  
**Practising Company Secretaries**

PRACHI  
 PRAKASH  
 SAWANT

Digitally signed by  
 PRACHI PRAKASH  
 SAWANT  
 Date: 2024.05.14  
 17:26:43 +05'30'

**Prachi Prakash Sawant**  
**Membership No.: A41210**  
**COP No.: 16317**  
**PR: 2615/2022**

**Place: Mumbai**  
**Date: 14/05/2024**

**Note: Annual Secretarial audit was conducted based on the documents, records, and information along with explanations provided through Hybrid mode.**