

To,

Bank of Baroda,  
C-26, G Block,  
Baroda Corporate Centre  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400051

**Independent Auditor's Certificate in respect of regulation 56(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

1. This Certificate is issued in accordance with the terms of our engagement letter dated June 20, 2019.
2. The accompanying Statement (in **Annexure-I**) contains details of manner of the raising of funds including the purpose of raising these funds as stated in the disclosure document for "private placement of unsecured, subordinated redeemable Tier II, Basel III compliant non-convertible taxable bonds" (the "Statement"), as required by the regulation 56(1)(a) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, by the Bank of Baroda (the "Bank"), which we have initialled for identification purposes only. The Funds were raised by the Bank pursuant to augmenting Tier II Capital (as the term is defined in the Basel III Guidelines) & over all capital of the Bank for strengthening its capital adequacy and enhancing its long-term resources.

**Management's Responsibility**

3. The preparation of the accompanying Statement for the certificate is the responsibility of the Management of the Bank including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

**Auditor's Responsibility**

4. We have examined the attached Statement prepared by the Bank (on test check basis) and initialled it for identification purpose only.
5. Pursuant to the requirements, our responsibility is to provide reasonable assurance, based on our examination of books of account, records and documents as at March 31, 2019 (which have been audited by us as a part of the audit for the financial year ending March 31, 2019) and information and explanation given to us by the Management, on issue of bonds and the purpose for which these funds were raised during the financial year ending March 31, 2019.
6. The financial statements referred to in paragraph 5 above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 23, 2019. Our audit of these financial statements were conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.





7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note") issued by the Institute of Chartered Accountants of India. In accordance with the requirements of Guidance Note, we have examined the underlying documents for issue of bonds and its intended purpose and performed the below procedures-
  - a) Obtained the date wise listing of bonds and their information memorandum issued during the financial year ending March 31, 2019;
  - b) Read the information memorandum to check their intended purpose;
  - c) Verified that the funds raised has been considered in the Tier II Capital of the Bank as on March 31, 2019.; and
  - d) Obtained Management representations that the bonds issued have achieved their intended purpose.
8. 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.
9. 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.
10. We will not undertake responsibility in any way whatsoever to any person in respect of any errors in this certificate arising from any incorrect information provided to us.

#### **Opinion**

11. Based on our examination and procedures performed as above and according to the information and explanation given to us by the Management, we are of the opinion that the bonds of Rs.1,956.50 crores which were issued for the following capital raising purposes as mentioned in Disclosure Document dated December 06,2018, December 19, 2018, January 09, 2019 and February 13, 2019 during the financial year ending March 31, 2019, have achieved the intended purpose:
  - a) Augmented Tier II Capital (as the term is defined in the Basel III Guidelines) and over all capital of the Bank for strengthening its capital adequacy; and
  - b) Enhanced the long-term resources of the Bank.

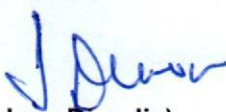
#### **Restriction on Use**

12. The certificate has been issued at the request of the Bank, for submission to the Debenture Trustee pursuant to the requirements of the regulation 56(1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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.

**For S.R. Dinodia & Co. LLP;**

*Chartered Accountant*

Firm's Registration Number: 001478N/N500005



**(Sandeep Dinodia)**

*Partner*

Membership Number: 083689



**UDIN: 19083689AAAADZ9659**

Place: New Delhi

Date: 20.06.2019

## Annexure-I

### Statement Showing Bonds issued during the year and its intended purpose.

During the financial year ended March 31, 2019, Bank of Baroda (**the Bank**) had raised funds amounting to Rs.1,956.50 Crores by issue of Basel III Compliant Tier - II Bonds in -4- tranches for the following purposes:

- (a) Augmenting Tier II Capital (as the term is defined in the Basel III Guidelines) and over all capital of the Bank for strengthening its capital adequacy
- (b) Enhancing its long-term resources.

Details for the tranches are as under:

(Amount in Rs. crores)						
S.no.	Name of the Instrument	Date of Information Memorandum	ISIN	Amount Raised	Date of Allotment	Coupon Per Annum (Payable Annually)
1	Basel III Compliant Tier - II Bonds Series XVIII	06-Dec 2018	INE028A08125	971.50	07-Dec-2018	8.42%
2	Basel III Compliant Tier - II Bonds Series XIX	19-Dec-2018	INE028A08133	240.00	20-Dec-2018	8.40%
3	Basel III Compliant Tier - II Bonds Series XX	09-Jan-2019	INE028A08141	285.00	10-Jan-2019	8.60%
4	Basel III Compliant Tier - II Bonds Series XXI	13-Feb-2019	INE028A08158	460.00	14-Feb-2019	8.55%
<b>Total</b>				<b>1,956.50</b>		

