



Indian Overseas Bank
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

1. Name of Listed Entity – **INDIAN OVERSEAS BANK**

2. Quarter ending – **30.09.2019**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	Category (Chairperson/ Executive/Non- Executive/inde- pendent/ Nominee) &	Date of Appoint- ment	Date of Re- appoint- ment	Date of Cessation	Tenure*	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Indepen- dent Director- ship in listed entities including this listed entity	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)
Mr.	T C A Ranganathan	Non-Executive Chairman	16.02.2017				19.11.1953	2		Nil	Nil
Mr.	Karnam Sekar	MD & CEO (Executive Director)	01.04.2019				01.07.1960	1		Nil	Nil
Mr.	K Swaminathan	Executive (Executive Director)	17.02.2017				30.07.1962	1		1	Nil
Mr.	Ajay Kumar Srivastava	Executive (Executive Director)	09.10.2017				15.10.1967	1		1	Nil
Ms.	Annie George Mathew	Nominee (Govt. Nominee Director)	22.07.2016				21.10.1963	1		1	Nil
Mr.	Deepak Kumar	Nominee (RBI Nominee Director)	18.09.2019				01.08.1964	1		1	Nil
Mr.	Sanjay Rungta	Indepen- dent/ Share holder	08.12.2014	08.12.20 17		3 years (upto 07.12. 2020)	26.01.1966	1		1	1
Mr.	Navin Prakash Sinha	Indepen- dent/ Share holder	08.12.2017			3 years (upto 07.12.2020)	15.10.1962	1		2	Nil
Mr.	K Raghu	Non-Executive	26.07.2016		25.07.2019		15.10.1962	1		1	1

Whether Regular Chairperson appointed

Whether Chairperson is related to managing director or CEO

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.





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II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/Independent/ Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee		1. Mr K Raghu* 2. Mr Ajay Kumar Srivastava 3. Ms. Annie George Mathew 4. Dr Deepak Kumar 5. Mr. Navin Prakash Sinha	Non-Executive - Non Independent Director Executive (Executive Director) Nominee (GOI Nominee) Nominee (RBI Nominee) Non-Executive	26.07.2016 09.10.2017 22.07.2016 18.09.2019 08.12.2017	25.07.2019 Until further orders Until further orders 07.12.2020
2. Nomination Committee &	Yes	1. Mr. T C A Ranganathan 2. Ms. Annie George Mathew	Chairman Nominee (GOI Nominee)	16.02.2017 22.07.2016	15.02.2020 Until further orders
3. Remuneration Committee		(To be reconstituted at the appropriate time)			
4. Risk Management Committee	Yes	1. Mr. T C A Ranganathan 2. Mr. Karnam Sekar 3. Mr. K Swaminathan 4. Mr. Ajay Kumar Srivastava 5. Mr. Sanjay Rungta	Chairman MD & CEO Executive (Executive Director) Executive (Executive Director) Independent/Shareholder Director	16.02.2017 15.04.2019 17.02.2017 09.10.2017 08.12.2017	07.12.2020
5. Stakeholders Relationship Committee	Yes	1. Mr. Sanjay Rungta 2. Mr. K Swaminathan 3. Mr. Ajay Kumar Srivastava 4. Mr. Navin Prakash Sinha	Chairman – Independent Executive (Executive Director) Executive Director (in the absence of Senior ED) Non-Executive	08.12.2017 17.02.2017 09.10.2017 08.12.2017	07.12.2020

§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* Term completed on 25.07.2019

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* (Yes / No)	Number of Directors Present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
09.05.2019 27.05.2019 26.06.2019	23.07.2019 12.09.2019	Yes Yes	7 7	1 Nil	50 days

* To be filled in only for the current quarter meetings





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IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met* (Yes / No)	Number of Directors Present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
AUDIT COMMITTEE OF THE BOARD 22.07.2019 23.07.2019	Yes Yes	4 4	1 1	08.05.2019 09.05.2019 26.06.2019	1
NOMINATION COMMITTEE -	-	-	-	-	-
REMUNERATION COMMITTEE (Will be reconstituted at an appropriate time)	-	-	-	-	-
RISK MANAGEMENT COMMITTEE 22.07.2019 10.09.2019	Yes Yes	5 5	- -	10.05.2019	72
STAKEHOLDERS RELATIONSHIP COMMITTEE 12.09.2019	Yes	3	-	10.05.2019	-

* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional
** to be filled in only for current quarter meetings





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V. RELATED PARTY TRANSACTIONS	
SUBJECT	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of Audit Committee obtained	Already complied with and reported in Annual Report 2017-18. We are governed by the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970. We are complying with the requirement of Related Party Transactions as stipulated by Reserve Bank of India from time to time.
Whether shareholder approval obtained for material RPT	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	
Note: 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "NA" may be indicated. 2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations	
<ol style="list-style-type: none">1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.<ol style="list-style-type: none">a. Audit Committeeb. Nomination & Remuneration Committeec. Stakeholders Relationship Committeed. Risk Management Committee (applicable to the top 100 listed entities)3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.4. 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, 2015.5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	

Chennai


(S NandaKumaran)
Company Secretary &
Compliance Officer

