



Indian Overseas Bank
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

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

2. Quarter ending – **31.03.2021**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	Category (Chairperson/ Executive/Non-Executive/independent/ Nominee) &	Date of Appointment	Date of Re-appointment	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 Independent Directorship 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.	Partha Pratim Sengupta	Whole time Director / MD & CEO	24.07.2020		31.12.2022		07.12.1962	2		Nil	Nil
Mr.	Ajay Kumar Srivastava	Whole time Director / (Executive Director)	09.10.2017		08.10.2022		15.10.1967	2		1	Nil
Ms	S Srimathy	Whole time Director / (Executive Director)	10.03.2021		09.03.2024		22.05.1964	1		-	-
Ms.	Annie George Mathew	Nominee Director (Govt. Nominee Director)	22.07.2016				21.10.1963	1		1	1
Mr.	Deepak Kumar	Nominee Director (RBI Nominee Director)	18.09.2019				01.08.1964	4		1	Nil
Mr.	Navin Prakash Sinha	Non-Executive Director/ Share holder Director	08.12.2017	29.01.2021	28.03.2024	3 years (upto 28.03.2024)	15.10.1962	1		-	-

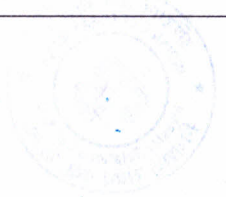
Whether Regular Chairperson appointed

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.





II. Composition of Committees					
Indian Overseas Bank					
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	Yes	1. Ms. Annie George Mathew 2. Mr. Ajay Kumar Srivastava 3. Dr. Deepak Kumar	Chairman, Nominee (GOI Nominee) Executive (Executive Director) Nominee (RBI Nominee)	22.07.2016 09.10.2017 18.09.2019	Until further orders 08.10.2022 Until further orders
2. Nomination Committee & Remuneration Committee		(To be reconstituted at the appropriate time)			
4. Risk Management Committee	Yes	1. Mr. Partha Pratim Sengupta 2. Mr. Ajay Kumar Srivastava 3. Ms. S Srimathy 4. Mr. Navin Prakash Sinha	MD & CEO/ Chairman Executive (Executive Director) Executive (Executive Director) Shareholder Director	24.07.2020 09.10.2017 10.03.2021 29.01.2021	31.12.2022 08.10.2022 09.03.2024 28.01.2024
5. Stakeholders Relationship Committee		(To be reconstituted. Note: Agenda are being placed directly to Board)			

§ 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

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)
06.11.2020 02.12.2020	04.01.2021 30.01.2021 09.02.2021 23.03.2021	Yes Yes Yes Yes	4 5 4 5	0 1 0 0	40 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 09.02.2021 18.03.2021	Yes Yes	3 3	0 0	06.11.2020	-
NOMINATION COMMITTEE & REMUNERATION COMMITTEE (Will be reconstituted at an appropriate time)					
RISK MANAGEMENT COMMITTEE 02.03.2021	Yes	4	0 0	07.11.2020	-
STAKEHOLDERS RELATIONSHIP COMMITTEE (To be reconstituted. Note: Agenda are being placed directly to Board)					
* 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 2019-20. 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	
<p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

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 RBI / GoI guidelines. <ol style="list-style-type: none"> a. Audit Committee b. Nomination Committee c. Remuneration Committee d. Risk Management Committee <p>The composition of the Stakeholders Relationship Committee is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.</p> 3. The committee members have been made aware of their powers, role and responsibilities in terms of the relevant guidelines / regulations as may be applicable. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in the relevant Statutes / Scheme / RBI / MoF Guidelines, as may be applicable. 5. Meetings of Stakeholders Relationship Committee have been conducted in the manner as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. 6. The Bank has placed the previous quarter report before the Board and Board has noted the same.

Chennai
Date: 15.04.2021



(S NandaKumaran)
Company Secretary &
Compliance Officer

Format to be submitted by listed entity at the end of the Financial Year (for the whole of Financial Year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.iob.in
b) Terms and conditions of appointment of Independent Directors	NA	NA
c) Composition of various committees of Board of Directors	Yes	www.iob.in
d) Code of conduct of Board of Directors and senior management	Yes	www.iob.in
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.iob.in
f) Criteria of making payments to non-executive directors	NA	NA
g) Policy on dealing with related party transactions	NA	NA
h) Policy for determining 'material' subsidiaries	NA	NA
i) Details of familiarization programmes imparted to independent Directors	Yes	www.iob.in
j) Email address for grievance redressal and other relevant details	Yes	www.iob.in
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.iob.in
l) Financial results	Yes	www.iob.in
m) Shareholding pattern	Yes	www.iob.in
n) Details of agreements entered into with the media companies and/or their associates	NA	NA
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.iob.in
p) New name and the old name of the listed entity	NA	NA
q) Advertisements as per regulation 47 (1)	Yes	www.iob.in
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.iob.in
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	NA
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.iob.in
b) Materiality Policy as per Regulation 30	Yes	www.iob.in
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.iob.in
<i>It is certified that these contents on the website of the listed entity are correct.</i>		



II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	NA
Board composition	17(1), 17(1A) & 17(1B)	NA
Meeting of Board of Directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	NA - Director Yes-Senior Management
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes (to the extent applicable to PSBs)
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	NA
Recommendation of Board	17(11)	NA
Maximum number of Directorship	17A	NA
Composition of Audit Committee	18(1)	NA
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	NA
Quorum of Nomination and Remuneration Committee meeting	19(2A)	NA
Meeting of Nomination & Remuneration Committee	19(3A)	NA
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes





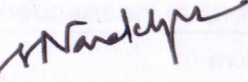
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Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	No
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	No
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted Material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	NA
Meeting of Independent Directors	25 (3) & (4)	NA
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	No
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes (Applicable only for Shareholder Director)
Policy with respect to Obligations of Directors and senior management	26(2) & 26(5)	Yes





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<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. 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 "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>As the Bank is a Public Sector Bank established under The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the SEBI (LODR) Regulations, 2015 are applicable to it to the extent it does not violate the statutes / RBI guidelines / MOF guidelines applicable to it. Hence compliance status has been reported as NO/NA for some of the Annual Affirmations.</p>	
<p>III Affirmations:</p> <p>The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.</p>	<p>The Bank does not have any subsidiaries.</p>
<p>Name & Designation Company Secretary / Compliance Officer / Managing Director / CEO</p>	<p> S NANDAKUMARAN COMPANY SECRETARY / COMPLIANCE OFFICER</p>

