



Indian Overseas Bank
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

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

2. Quarter ending – **31.03.2020**

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.	Karnam Sekar	Whole time Director/ MD & CEO	01.04.2019		30.06.2020		01.07.1960	1		Nil	Nil
Mr.	Ajay Kumar Srivastava	Executive (Executive Director)	09.10.2017		08.10.2020		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	3		1	Nil
Mr.	Sanjay Rungta	Independent/ Share holder	08.12.2014	08.12.2017	07.12.2020	3 years (upto 07.12. 2020)	26.01.1966	1		1	1
Mr.	Navin Prakash Sinha	Independent/ Share holder	08.12.2017		07.12.2020	3 years (upto 07.12.2020)	15.10.1962	1		2	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	Yes	1. Mr. Navin Prakash Sinha 2. Mr. Ajay Kumar Srivastava 3. Ms. Annie George Mathew 4. Dr. Deepak Kumar	Chairman Executive (Executive Director) Nominee (GOI Nominee) Nominee (RBI Nominee)	08.12.2017 09.10.2017 22.07.2016 18.09.2019	07.12.2020 08.10.2020 Until further orders Until further orders
2. Nomination Committee &	Yes	1. Vacant 2. Ms. Annie George Mathew	Chairman Nominee (GOI Nominee)	22.07.2016	Until further orders
3. Remuneration Committee		(To be reconstituted at the appropriate time)			
4. Risk Management Committee	Yes	1. Mr. Karnam Sekar 2. Mr. Ajay Kumar Srivastava 3. Mr. Sanjay Rungta 4. Mr. Navin Prakash Sinha	MD & CEO/ Chairman Executive (Executive Director) Independent/Shareholder Director Independent/Shareholder Director	01.04.2019 09.10.2017 08.12.2017 08.12.2017	30.06.2020 08.10.2020 07.12.2020 07.12.2020
5. Stakeholders Relationship Committee	Yes	1. Mr. Sanjay Rungta 2. Mr. Ajay Kumar Srivastava 3. Mr. Navin Prakash Sinha	Chairman – Independent Executive (Executive Director) Non-Executive	08.12.2017 09.10.2017 08.12.2017	07.12.2020 08.10.2020 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					
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)
19.10.2019 04.11.2019 19.12.2019	21.01.2020 10.02.2020 16.03.2020	Yes Yes Yes	6 8 5	1 2 1	34 days
* To be filled in only for the current quarter meetings					





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IV. Meeting of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met** (Yes / No)</i>	<i>Number of Directors Present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
AUDIT COMMITTEE OF THE BOARD 10.02.2020 10.02.2020 29.02.2020	Yes Yes Yes	4 4 3	1 1 1	04.11.2019 04.11.2019	-
NOMINATION COMMITTEE -	-	-	-	-	-
REMUNERATION COMMITTEE (Will be reconstituted at an appropriate time)	-	-	-	-	-
RISK MANAGEMENT COMMITTEE 21.01.2020 17.03.2020	Yes Yes	5 3	1 1	19.10.2019	-
STAKEHOLDERS RELATIONSHIP COMMITTEE 11.02.2020	Yes	3	-	04.11.2019	-

* 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 2018-19. 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
Date: 08.05.2020



(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>

