



**Indian Overseas Bank**  
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

ANNEXURE I

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

2. Quarter ending – **31.12.2019**

**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.	T C A Ranganathan	Non-Executive Chairman	16.02.2017		15.02.2020		19.11.1953	3		Nil	Nil
Mr.	Karnam Sekar	Managing Director & CEO	01.04.2019		30.06.2020		01.07.1960	1		Nil	Nil
Mr.	K Swaminathan	Executive (Executive Director)	17.02.2017		16.02.2020		30.07.1962	1		1	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	1		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	Nil

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.





## Indian Overseas Bank

### 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. 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	01.12.2020 08.10.2020 Until further orders Until further orders
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	15.02.2020 30.06.2020 16.02.2020 08.10.2020 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 16.02.2020 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)
23.07.2019 12.09.2019	19.10.2019 04.11.2019 19.12.2019	Yes Yes Yes	7 8 8	1 2 2	50 days

\* To be filled in only for the current quarter meetings







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<b>IV. Meeting of Committees</b>					
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 04.11.2019 04.11.2019	Yes Yes	4 4	1 1	22.07.2019 23.07.2019	Nil
NOMINATION COMMITTEE -	-	-	-	-	-
REMUNERATION COMMITTEE (Will be reconstituted at an appropriate time)	-	-	-	-	-
RISK MANAGEMENT COMMITTEE 19.10.2019	Yes	5	-	22.07.2019 10.09.2019	Nil
STAKEHOLDERS RELATIONSHIP COMMITTEE 04.11.2019	Yes	3	-	12.09.2019	-
<i>* 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</i>					





## Indian Overseas Bank

### 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

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.
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. 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: 10.01.2020

  
(S NandaKumaran)  
Company Secretary &  
Compliance Officer

