



## Indian Overseas Bank

### QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

1. Name of Listed Entity – INDIAN OVERSEAS BANK
2. Quarter ending – 30.06.2016

#### I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Date of Appointment in the current term/cessation	Tenure*	No Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this 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.	R. Koteeswaran	Executive (Managing Director & Chief Executive Officer)	31.12.2014/ 30.06.2016		1	NIL	NIL
Mr.	Atul Agarwal	Executive (Executive Director)	27.09.2013		1	2	NIL
Mr.	Pawan Kumar Bajaj	Executive (Executive Director)	10.03.2015		1	NIL	NIL
Mr.	Alok Pande	Nominee (Govt. Nominee Director)	22.07.2011		1	1	NIL
Mr.	Nirmal Chand	Nominee (RBI Nominee Director)	13.03.2014		1	1	NIL
Mr.	R. Sampath Kumar	Non Executive	24.01.2014		1	NIL	NIL
Mr.	Jai Deo Sharma	Non Executive	02.05.2013 /01.05.2016		1	NIL	NIL
Mr.	Chinnaiah	Non Executive	13.11.2013		1	NIL	NIL



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## Indian Overseas Bank

Mrs. S. Sujatha	Non Executive	05.12.2013	1	NIL	NIL
Mr. A B D. Badushas	Non Executive	12.12.2013	1	NIL	NIL
Mr. Niranjan Kumar Agarwal	Independent/ shareholder	08.12.2014	1	2	1
Shri. Sanjay Rungta	Independent/ shareholder	08.12.2014	1	1**	1

&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.  
 \*\*Ceased to be a member of Audit Committee of Board with effect from 27.06.2016

### II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	1. Mr. Niranjan Kumar Agarwal 2. Mr. Atul Agarwal 3. Mr. Alok Pande 4. Mr. Nirmal Chand	Chairman – Independent Executive Nominee (GOI Nominee) Nominee (RBI Nominee)
2. Nomination Committee	1. Mr. Alok Pande 2. Mr. Chinnaiyah 3. Mr. A B D Badushas	Chairman-Nominee (GOI Nominee) Non Executive Non Executive
3. Remuneration Committee	(To be reconstituted at the appropriate time)	-
4. Risk Management Committee	1. Mr. R. Koteeswaran 2. Mr. Atul Agarwal 3. Mr. Pawan Kumar Bajaj 4. Mr. Niranjan Kumar Agarwal 5. Mr. Sanjay Rungta	Chairman – Executive (MD & CEO) Executive (Executive Director) Executive (Executive Director) Independent/Shareholder Director Independent/Shareholder Director
5. Stakeholders Relationship Committee	1. Mr. Sanjay Rungta 2. Mr. Atul Agarwal Mr. Pawan Kumar Bajaj 3. Mr. Niranjan Kumar Agarwal	Chairman – Independent Executive (Executive Director) Executive (Executive Director) (in the absence/ inability of Senior ED to attend the Meeting) Independent/Shareholder Director

&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

*(Signature)*





## Indian Overseas Bank

### III. Meetings of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
10.02.2016	18.04.2016	38 days
18.03.2016	27.05.2016	
19.03.2016	27.06.2016	

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>AUDIT COMMITTEE OF THE BOARD</b>			
26.05.2016	Yes	13.01.2016	
27.05.2016	Yes	10.02.2016	68 days
13.06.2016	Yes	18.03.2016	
<b>NOMINATION COMMITTEE - NOT HELD</b>			
<b>REMUNERATION COMMITTEE - NOT HELD</b>			
<b>RISK MANAGEMENT COMMITTEE</b>			
18.04.2016	Yes	13.01.2016	
27.05.2016	Yes	10.02.2016	
27.06.2016	Yes	18.03.2016	
<b>STAKEHOLDERS RELATIONSHIP COMMITTEE</b>			
27.05.2016	Yes	10.02.2016	

\* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional

### V. RELATED PARTY TRANSACTIONS

SUBJECT		Compliance Status (Yes/No/NA)refer note below
Whether prior approval of Audit Committee obtained for material RPT		Already complied with and reported in Annual Report 2014-15. 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.

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## Indian Overseas Bank

### VI. Affirmations

1. The composition of Board of Directors is in terms of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970
2. The composition of the following committees is in terms of RBI / GOI guidelines
  - a. Audit Committee
  - b. Nomination Committee
  - c. Remuneration Committee
  - d. Risk Management CommitteeThe composition of the Stakeholders Relationship Committee is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
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.



