

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

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

2. Quarter ending – **30.09.2017**

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 of 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 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 | | 2 | Nil | Nil |
| Mr. | R Subramaniakumar | MD & CEO | 05.05.2017 | | 1 | Nil | Nil |
| Mr. | K Swaminathan | Executive (Executive Director) | 16.02.2017 | | 1 | 2 | Nil |
| Ms. | Annie George Mathew | Nominee (Government Nominee Director) | 22.07.2016 | | 1 | 1 | Nil |
| Mr. | Nirmal Chand | Nominee (RBI Nominee Director) | 13.03.2014 | | 1 | 1 | Nil |
| Mr. | Niranjan Kumar Agarwal | Independent/ shareholder | 08.12.2014 | 3 years (upto 07.12.2017) | 1 | 1 | Nil |
| Mr. | Sanjay Rungta | Independent/ shareholder | 08.12.2014 | 3 years (upto 07.12.2017) | 1 | 1 | 1 |
| Mr. | K Raghu | Non Executive | 26.07.2016 | | 1 | 1 | 1 |
| Mr. | Vishnukumar Bansal | Non Executive | 08.08.2016 | | 1 | Nil | Nil |



For INDIAN OVERSEAS BANK

A Chellam
Company Secretary

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

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$ |
|--|---|---|
| 1. Audit Committee | 1. Mr. K Raghu 2. Mr. K Swaminathan 3. Ms. Annie George Mathew 4. Mr. Nirmal Chand | Chairman Executive (Executive Director) Nominee (GOI Nominee) Nominee (RBI Nominee) |
| 2. Nomination Committee | 1. Mr. T C A Ranganathan 2. Ms. Annie George Mathew 3. Mr. K Raghu | Chairman Nominee (GOI Nominee) Non Executive |
| 3. Remuneration Committee | (To be reconstituted at the appropriate time) - | |
| 4. Risk Management Committee | 1. Mr. T C A Ranganathan 2. Mr. R Subramaniakumar 3. Mr. K Swaminathan 4. Mr. Niranjana Kumar Agarwal 5. Mr. Sanjay Rungta 6. Mr. Vishnukumar Bansal | Chairman MD & CEO Executive (Executive Director) Independent/Shareholder Director Independent/Shareholder Director Non Executive |
| 5. Stakeholders Relationship Committee | 1. Mr. Sanjay Rungta 2. Mr. K Swaminathan 3. Mr. Niranjana Kumar Agarwal | Chairman – Independent Executive (Executive Director) Independent/Shareholder Director |

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| 2. Nomination Committee | 1. Mr. T C A Ranganathan 2. Ms. Annie George Mathew 3. Mr. K Raghu | Chairman Nominee (GOI Nominee) Non Executive |
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Company Secretary



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) |
|--|---|--|
| 17.04.2017 17.05.2017 10.06.2017 27.06.2017 | 10.08.2017 19.09.2017 | 43 days |

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* |
|--|---|---|---|
| AUDIT COMMITTEE OF THE BOARD 09.08.2017 | Yes | 16.05.2017 17.05.2017 | 83 days |
| NOMINATION COMMITTEE -- | Not applicable | Not held | -- |
| REMUNERATION COMMITTEE (Will be reconstituted at an appropriate time) | Not applicable | Not held | -- |
| RISK MANAGEMENT COMMITTEE 10.08.2017 | Yes Yes | 17.04.2017 27.06.2017 | 43 days |
| STAKEHOLDERS RELATIONSHIP COMMITTEE 10.08.2017 | Yes | 28.06.2017 | 42 days |



For INDIAN OVERSEAS BANK


Company Secretary

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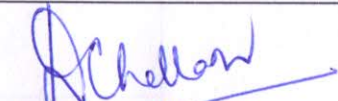


Indian Overseas Bank

* 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 2016-17. 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 The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 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. |


 (DEEPA CHELLAM)
 Company Secretary
 Compliance Officer





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इण्डियन ओवरसीज़ बैंक

केंद्रीय कार्यालय- पोस्ट बॉक्स सं 3765, 763 अण्णा सालै, चेन्नै 600 002

Indian Overseas Bank

Central Office: P.B.No.: 3765, 763 Anna Salai, Chennai 600 002

Investor Relations Cell

IRC/ 172 /2017-18

10.10.2017
Annexure III

Format for the 6 months ended 30th September 2017

| I Affirmations | | |
|--|--------------------------------------|---|
| Broad Heading | Regulation Number | Compliance Status (Yes/No/NA) (refer note below) |
| Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | 1. No (could not attend due to personal exigencies.) |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | 1. Yes 2. (Remuneration Committee to be reconstituted at the appropriate time) |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |

Note:

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2. If status is "No" details of non-compliance may be given here
3. If the Listed Entity would like to provide any other information the same may be indicated.


Deepa Chellam
Company Secretary

