



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

**ANNEXURE I**

1. Name of Listed Entity – **INDIAN OVERSEAS BANK**
2. Quarter ending – **31.03.2017**

**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	Executive (Executive Director, Addl. Charge MD & CEO)	29.09.2016		1	2	NIL
Mr.	K Swaminathan	Executive (Executive Director)	16.02.2017		1	NIL	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.	R. Sampath Kumar	Non Executive	24.01.2014/ 23.01.2017		1	NIL	NIL
Mr.	Niranjana Kumar Agarwal	Independent/ shareholder	08.12.2014	3 years (upto 07.12.2017)	1	1	NIL



*P. Chellam*



## Indian Overseas Bank

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

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. R Subramaniakumar 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. Niranjan Kumar Agarwal 5. Mr. Sanjay Rungta 6. Mr. Vishnukumar Bansal	Chairman Executive (Executive Director) Executive (Executive Director) Independent/Shareholder Director Independent/Shareholder Director Non Executive
5. Stakeholders Relationship Committee	1. Mr. Sanjay Rungta 2. Mr. R Subramaniakumar Mr. K Swaminathan 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



*Sanjay Rungta*



**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)
24.10.2016	09.01.2017	35 days
11.11.2016	24.01.2017	
17.12.2016	24.02.2017	
	18.03.2017	

**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			
24.01.2017	Yes	24.10.2016	
24.02.2017	Yes	11.11.2016	73 days
NOMINATION COMMITTEE	Not applicable	Not held	-
REMUNERATION COMMITTEE (Will be reconstituted at an appropriate time)	Not applicable	Not held	-
RISK MANAGEMENT COMMITTEE	Yes	24.10.2016	
09.01.2017			
18.03.2017			
STAKEHOLDERS RELATIONSHIP COMMITTEE	Yes	17.12.2016	-
18.03.2017			



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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

<b>V. RELATED PARTY TRANSACTIONS</b>	
<b>SUBJECT</b>	<b>Compliance Status (Yes/No/NA)refer note below</b>
Whether prior approval of Audit Committee obtained for material RPT	Already complied with and reported in Annual Report 2015-16 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	

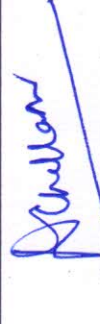
Note: 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "NA" may be indicated.  
2. If status is "No" details of non-compliance may be given here.

## VI. Affirmations

- The composition of Board of Directors is in terms of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970
- The composition of the following committees is in terms of RBI / GOI guidelines
  - Audit Committee
  - Nomination Committee
  - Remuneration Committee
  - Risk Management Committee
- The composition of the Stakeholders Relationship Committee is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- The committee members have been made aware of their powers, role and responsibilities in terms of the relevant guidelines / regulations, as may be applicable.
- 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.
- Meetings of Stakeholders Relationship Committee have been conducted in the manner as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- The Bank has placed the previous Quarter Report before the Board and Board has noted the same.

05.04.2017  
Chennai



  
(DEEPA CHELLAM)  
Company Secretary  
Compliance Officer



**Indian Overseas Bank**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year) 2016-17**

Approval for material related party transactions	23(4)	NA
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<b>I Disclosure on website in terms of Listing Agreement</b>		
<b>Item</b>		<b>Compliance status (Yes/No/NA)<sub>refer note below</sub></b>
Details of business		YES
Terms and conditions of appointment of independent directors		NA
Composition of various committees of board of directors		YES
Code of conduct of board of directors and senior management personnel		YES
Details of establishment of vigil mechanism/ Whistle Blower policy		YES
Criteria of making payments to non-executive directors		NA
Policy on dealing with related party transactions		NA
Policy for determining 'material' subsidiaries		NA
Details of familiarization programmes imparted to independent directors		YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		YES
email address for grievance redressal and other relevant details		YES
Financial results		YES
Shareholding pattern		YES
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sub>refer note below</sub></b>
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)	NA
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	NA – Directors 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
Composition of Audit Committee	18(1)	NA
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	NA
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	NO
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),	NO
Composition of Board of Directors of unlisted material	24(1)	NA



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## Indian Overseas Bank

<i>Subsidiary</i>		
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	NA
<i>Meeting of independent directors</i>	25(3) & (4)	NA
<i>Familiarization of independent directors</i>	25(7)	YES
<i>Memberships in Committees</i>	26(1)	YES
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	YES
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	YES (applicable only for Shareholder Directors)
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	YES
<b>Note</b> 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. 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 here.  <b>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.</b>		
<b>III Affirmations:</b> The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		<b>The Bank does not have any subsidiaries.</b>
<b>Name &amp; Designation</b> <b>Company Secretary / Compliance Officer / Managing Director / CEO</b>		<b>DEEPA CHELLAM COMPANY SECRETARY / COMPLIANCE OFFICER</b>



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