

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

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

2. Quarter ending – **30.06.2019**

**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/ 30.06.2019		1	Nil	Nil
Mr.	Karnam Sekar	Whole time Director	01.04.2019#		1	Nil	Nil
Mr.	K Swaminathan	Executive (Executive Director)	17.02.2017		1	1	Nil
Mr.	Ajay Kumar Srivastava	Executive (Executive Director)	09.10.2017		1	1	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.	K Raghu	Non-Executive	26.07.2016		1	1	1
Mr.	Sanjay Rungta	Independent/ Shareholder	08.12.2017	3 years (upto 07.12.2020)	1	1	1
Mr.	Navin Prakash Sinha	Independent/ Shareholder	08.12.2017	3 years (upto 07.12.2020)	1	2	Nil

#Taken over charge of MD & CEO w.e.f. 01.07.2019





## Indian Overseas Bank

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. Ajay Kumar Srivastava 3. Ms. Annie George Mathew 4. Mr. Nirmal Chand 5. Mr. Navin Prakash Sinha	Chairman Executive (Executive Director) Nominee (GOI Nominee) Nominee (RBI Nominee) Non - Executive
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. Karnam Sekar 4. Mr. K Swaminathan 5. Mr. Ajay Kumar Srivastava 6. Mr. Sanjay Rungta	Chairman MD & CEO Whole time Director Executive (Executive Director) Executive (Executive Director) Independent/Shareholder Director
5. Stakeholders Relationship Committee	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

§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. 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)
04.01.2019 25.01.2019 26.02.2019 28.03.2019	09.05.2019 27.05.2019 28.05.2019 26.06.2019	41 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 08.05.2019 09.05.2019 26.06.2019	Yes	24.01.2019 25.01.2019 08.03.2019 27.03.2019	47 days
NOMINATION COMMITTEE -	-	-	--
REMUNERATION COMMITTEE -- (Will be reconstituted at an appropriate time)	Not applicable	Not held	--
RISK MANAGEMENT COMMITTEE 10.05.2019	YES	04.01.2019 26.02.2019	--
STAKEHOLDERS RELATIONSHIP COMMITTEE 10.05.2019	Yes	25.01.2019	--

\* 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 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	
<p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

<b>VI. Affirmations</b>
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970</li> <li>2. The composition of the following committees is in terms of RBI / GOI guidelines               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination Committee</li> <li>c. Remuneration Committee</li> <li>d. Risk Management Committee</li> </ol> </li> <li>The composition of the Stakeholders Relationship Committee is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.</li> <li>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.</li> <li>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.</li> <li>5. Meetings of Stakeholders Relationship Committee have been conducted in the manner as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.</li> <li>6. The Bank has placed the previous Quarter Report before the Board and Board has noted the same.</li> </ol>

Chennai  
12.07.2019



  
(DEEPA CHELLAM)  
Company Secretary