



Indian Overseas Bank

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

1. Name of Listed Entity – INDIAN OVERSEAS BANK
2. Quarter ending – 30.09.2016

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 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.	Atul Agarwal	Executive (Executive Director)	27.09.2013		1	2	NIL
Mr.	R Subramaniakumar	Executive (Executive Director)	29.09.2016		1	1	NIL
Mr.	Pawan Kumar Bajaj	Executive (Executive Director)	10.03.2015/ 09.08.2016		1	NIL	NIL
Ms.	Annie George Mathew	Nominee (Government Nominee Director)	22.07.2016		1	1	NIL
Mr.	Alok Pande	Nominee (Govt. Nominee Director)	22.07.2011/ 21.07.2016		1	1	NIL
Mr.	Nirmal Chand	Nominee (RBI Nominee Director)	13.03.2014		1	1	NIL
	R. Sampath Kumar	Non Executive	24.01.2014		1	NIL	NIL
	Chinnaiah	Non Executive	13.11.2013		1	NIL	NIL



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Ms. 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
		3 years (upto 07.12.2017)			
Mr. Sanjay Rungta	Independent/ shareholder	08.12.2014	1	1	1
		3 years (upto 07.12.2017)			
Mr. K Raghu	Non Executive	26.07.2016	1	1	NIL
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. Niranjan Kumar Agarwal 2. Mr. Atul Agarwal 3. Ms. Annie George Mathew 4. Mr. Nirmal Chand 5. Mr. K Raghu	Chairman – Independent Executive Nominee (GOI Nominee) Nominee (RBI Nominee) Non Executive
2. Nomination Committee	1. Ms. Annie George Mathew 2. Mr. A B D Badushas 3. Mr. K Raghu	Chairperson-Nominee (GOI Nominee) Non Executive Non Executive
3. Remuneration Committee	(To be reconstituted at the appropriate time)	-
4. Risk Management Committee	1. Mr. Atul Agarwal 2. Mr. R Subramaniakumar 3. Mr. Niranjan Kumar Agarwal 4. Mr. Sanjay Rungta	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. R Subramaniakumar 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



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\$ 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)
18.04.2016	09.08.2016	42 days
27.05.2016	02.09.2016	
27.06.2016	27.09.2016	

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*
AUDIT COMMITTEE OF THE BOARD			
18.07.2016	Yes	26.05.2016	34 days
08.08.2016	Yes	27.05.2016	
09.08.2016	Yes	13.06.2016	
NOMINATION COMMITTEE			
02.09.2016	Yes	NOT HELD	-
REMUNERATION COMMITTEE (Will be reconstituted at an appropriate time)			
RISK MANAGEMENT COMMITTEE			
08.08.2016	Yes	18.04.2016 27.05.2016 27.06.2016	-
STAKEHOLDERS RELATIONSHIP COMMITTEE			
08.08.2016	Yes	27.05.2016	-

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



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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 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	
<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>	

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.



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Indian Overseas Bank
Central Office: P.B.No.: 3765, 763 Anna Salai, Chennai 600 002
Investor Relations Cell

Annexure III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second report of next financial year

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)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	1. No (could not attend due to official exigencies.) 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:

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
3. If the Listed Entity would like to provide any other information the same may be indicated.


Name & Designation
Company Secretary

