

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

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

2. Quarter ended – **31.12.2017**

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	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.	Sanjay Rungta	Independent/ Shareholder	08.12.2014 08.12.2017	07.12.2017 3 years (upto 07.12.2020)	1 1	1 Nil	1 Nil
Mr.	Niranjan Kumar Agarwal	Independent/ Shareholder	08.12.2014	07.12.2017	1	1	Nil
Mr.	Navin Prakash Sinha	Independent/ shareholder	08.12.2017	3 years (upto 07.12.2020)	1	Nil	Nil



Indian Overseas Bank

Mr.	K Raghu	Non Executive	26.07.2016		1	1	1
Mr.	Vishnukumar Bansal	Non Executive	08.08.2016		1	Nil	Nil
Mr.	Sivaraman Anant Narayan	Non Executive	27.12.2017		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. Ajay Kumar Srivastava 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. Ajay Kumar Srivastava 5. * 6. * 7. Mr. Vishnukumar Bansal	Chairman MD & CEO Executive (Executive Director) Executive (Executive Director) Non Executive
4. Stakeholders Relationship Committee	1. * 2. Mr. K Swaminathan 3. *	Executive (Executive 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

* Consequent to completion of tenure of Shareholder Directors on 07.12.2017, Risk Management Committee and Stakeholders Relationship Committee are to be reconstituted.





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)
10.08.2017 19.09.2017	07.11.2017 29.11.2017	48 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 - 06.11.2017 07.11.2017 29.11.2017 01.12.2017	Yes	09.08.2017	88 days
NOMINATION COMMITTEE 16.11.2017	Yes	Not held	
REMUNERATION COMMITTEE -- (Will be reconstituted at an appropriate time)	Not applicable	Not held	
RISK MANAGEMENT COMMITTEE 06.11.2017	Yes	10.08.2017	88 days
STAKEHOLDERS RELATIONSHIP COMMITTEE --	Not applicable	10.08.2017	

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

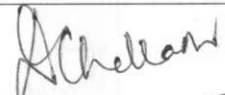




Indian Overseas Bank

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	
<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.


 (DEEPA CHELLAM)
 Company Secretary
 Compliance Officer

