



Indian Overseas Bank
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

1. Name of Listed Entity – INDIAN OVERSEAS BANK

2. Quarter ending – 31.12.2021

I. Composition of Board of Directors

| Title (Mr. / Ms) | Name of the Director | Category (Chairperson/ Executive/Non-Executive/independent/ Nominee) & | Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure* | Date of Birth | No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directorship in listed entities including this listed entity | 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. | Partha Pratim Sengupta | Whole time Director/ MD & CEO | 24.07.2020 | | 31.12.2022 | | 07.12.1962 | 1 | - | Nil | Nil |
| Mr. | Ajay Kumar Srivastava | Whole time Director/ Executive Director | 09.10.2017 | | 08.10.2022 | | 15.10.1967 | 1 | - | 1 | Nil |
| Ms | S Srimathy | Whole time Director/ Executive Director | 10.03.2021 | | 09.03.2024 | | 22.05.1964 | 1 | - | - | - |
| Ms. | Annie George Mathew | Nominee (Govt. Nominee Director) | 22.07.2016 | | Until Further Orders | | 21.10.1963 | 1 | - | 1 | 1 |
| Mr. | Deepak Kumar | Nominee (RBI Nominee Director) | 18.09.2019 | | Until Further Orders | | 01.08.1964 | 1 | - | 1 | Nil |
| Mr. | Navin Prakash Sinha | Non-Executive Director / Share holder | 08.12.2017 | 29.01.2021 | 28.01.2024 | 3 years (upto 28.01.2024) | 15.10.1962 | 1 | 1 | - | - |
| Mr | Suresh Kumar Rungta | Non-official Director | 21.12.2021 | | 20.12.2024 | | 07.07.1956 | 1 | 1 | - | - |
| Mr | B Chandra Reddy | Non-official Director | 21.12.2021 | | 20.12.2024 | | 14.04.1958 | 1 | 1 | - | - |
| Mr | Deepak Sharma | Non-official Director | 21.12.2021 | | 20.12.2024 | | 31.07.1976 | 1 | 1 | - | - |

\$ 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.





Indian Overseas Bank

| II. Composition of Committees | | | | | |
|--|---------------------------------------|--|---|--|--|
| Name of Committee | Whether Regular Chairperson appointed | Name of Committee members | Category (Chairperson/Executive/ Non-Executive/Independent/ Nominee) \$ | Date of Appointment | Date of Cessation |
| 1. Audit Committee | Yes | 1. Ms. Annie George Mathew 2. Mr. Ajay Kumar Srivastava 3. Dr. Deepak Kumar | Chairperson, Nominee (GOI Nominee) Executive (Executive Director) Nominee (RBI Nominee) | 22.07.2016 09.10.2017 18.09.2019 | Until further orders 08.10.2022 Until further orders |
| 2. Nomination Committee & Remuneration Committee | No | (To be reconstituted at the appropriate time) Note: Agenda are being placed directly to Board | - | - | - |
| 4. Risk Management Committee | Yes | 1. Mr. Partha Pratim Sengupta 2. Mr. Ajay Kumar Srivastava 3. Ms. S Srimathy 4. Mr. Navin Prakash Sinha | MD&CEO/Chairman Executive (Executive Director) Executive (Executive Director) Shareholder Director | 24.07.2020 09.10.2017 10.03.2021 29.01.2021 | 31.12.2022 08.10.2022 09.03.2024 28.01.2024 |
| 5. Stakeholders Relationship Committee | Yes | Will be reconstituted in due course Note: Agenda are being placed directly to Board | - | - | - |

\$ 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





Indian Overseas Bank

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* (Yes / No) | Number of Directors Present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
|---|---|---|------------------------------|--|---|
| 14.07.2021 03.08.2021 20.09.2021 | 27.10.2021 04.12.2021 | Yes Yes | 6 6 | 1 1 | 37 days |

* To be filled in only for the current quarter meetings

IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met* (Yes / No) | Number of Directors Present* | Number of independent directors present* | 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 12.10.2021 27.10.2021 18.12.2021 | Yes Yes Yes | 3 3 3 | 0 0 0 | 03.08.2021 03.08.2021 | 51 |
| NOMINATION & REMUNERATION COMMITTEE -- (To be reconstituted) | | | | | |
| RISK MANAGEMENT COMMITTEE 30.10.2021 04.12.2021 | Yes Yes | 4 4 | 1 1 | 28.08.2021 | 34 |
| STAKEHOLDERS RELATIONSHIP COMMITTEE (To be reconstituted) | | | | | - |

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

** to be filled in only for current quarter meetings





Indian Overseas Bank

| V. RELATED PARTY TRANSACTIONS | |
|--|---|
| SUBJECT | Compliance Status (Yes/No/NA) refer note below |
| Whether prior approval of Audit Committee obtained | Already complied with and reported in Annual Report 2020-21. 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 |
|---|
| <p>1. The composition of Board of Directors is in terms of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970</p> <p>2. The composition of the following committees is in terms of RBI / GOI guidelines</p> <p style="margin-left: 20px;">a. Audit Committee*</p> <p style="margin-left: 20px;">b. Risk Management Committee (applicable to the top 100 listed entities)</p> <p>*Audit Committee- There is two non-executive Director in Audit Committee and there is no Independent Director in Audit Committee of the Board at present in view of vacancy exist in the Board</p> <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.</p> <p>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.</p> <p>5. The Bank has placed the previous Quarter Report before the Board and Board has noted the same</p> |

Chennai
Date: 10.01.2022

S NandaKumar

(S NandaKumaran)
Company Secretary &
Compliance Officer

