



Indian Overseas Bank

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

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

2. Quarter ending – **31.12.2016**

**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.	R Subramaniakumar	Executive (Executive Director, Addl. Charge MD & CEO)	29.09.2016		1	2	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		1	NIL	NIL
Mr.	Chinnaiah	Non Executive	13.11.2013/ 12.11.2016		1	NIL	NIL
Mrs.	S. Sujatha	Non Executive	05.12.2013/ 04.12.2016		1	NIL	NIL
Mr.	A B D. Badushas	Non Executive	12.12.2013/ 11.12.2016		1	NIL	NIL
Mr.	Niranjan Kumar Agarwal	Independent/ shareholder	08.12.2014	3 years (upto 07.12.2017)	1	2	NIL



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Mr.	Sanjay Rungta	AABPR6886J	Independent/ shareholder	08.12.2014	3 years (upto 07.12.2017)	1	1	1
Mr.	K Raghu	AAPPR8352P	Non Executive	26.07.2016		1	1	NIL
Mr.	Vishnukumar Bansal	AEYPB0515K	Non Executive	08.08.2016		1	1	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. R Subramaniakumar 2. Ms. Annie George Mathew 3. Mr. Nirmal Chand 4. Mr. K Raghu	Executive (Executive Director) Nominee (GOI Nominee) Nominee (RBI Nominee) Non Executive
2. Nomination Committee	1. Ms. Annie George Mathew 2. Mr. K Raghu	Chairperson-Nominee (GOI Nominee) Non Executive
3. Remuneration Committee	(To be reconstituted at the appropriate time)	-
4. Risk Management Committee	1. Mr. R Subramaniakumar 2. Mr. Niranjana Kumar Agarwal 3. Mr. Sanjay Rungta 4. Mr. Vishnukumar Bansal	Executive (Executive Director) Independent/Shareholder Director Independent/Shareholder Director Non Executive
5. Stakeholders Relationship Committee	1. Mr. Sanjay Rungta 2. Mr. R Subramaniakumar 3. Mr. Niranjana Kumar Agarwal	Chairman – Independent Executive (Executive Director) 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



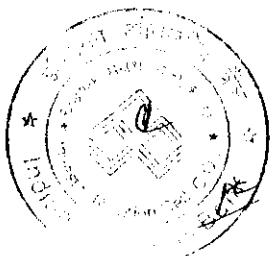
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### III. Meetings of Board of Directors

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)
09.08.2016 02.09.2016 27.09.2016	24.10.2016 11.11.2016 17.12.2016	35 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 24.10.2016 11.11.2016	Yes Yes	18.07.2016 08.08.2016 09.08.2016	75 days
NOMINATION COMMITTEE NOT HELD	Not applicable	02.09.2016	-
REMUNERATION COMMITTEE (Will be reconstituted at an appropriate time)	NOT APPLICABLE	NOT HELD	-
RISK MANAGEMENT COMMITTEE 24.10.2016	Yes	08.08.2016	-
STAKEHOLDERS RELATIONSHIP COMMITTEE 17.12.2016	Yes	08.08.2016	-



*Signature*



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

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

- 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.

(DEEPA CHELLAM)  
Company Secretary  
Compliance Officer

