



## Indian Overseas Bank

### QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

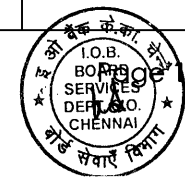
#### ANNEXURE I

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

**2. Quarter ending – 30.09.2023**

**I. Composition of Board of Directors**

| Title (Mr. / Ms) | Name of the Director    | PAN \$ & DIN           | 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.              | Ajay Kumar Srivastava   | AAUPS2576B<br>08946309 | Whole time Director/ MD&CEO   | 01.01.2023          |                        | 31.12.2025           |         | 15.10.1967    | 1  | -  | -   | Nil  |
| Ms               | S Srimathy              | ASOPS9419D             | Whole time Director/ Executive Director                                 | 10.03.2021          |                        | 09.03.2024           |         | 22.05.1964    | 1  | -  | 1   | Nil  |
| Mr               | Sanjay Vinayak Mudaliar | AEYPM1714K<br>07484086 | Whole time Director/ Executive Director                                 | 01.01.2023          |                        | 31.12.2025           |         | 02.07.1968    | 1  | -  | 1   | Nil  |
| Ms.              | Annie George Mathew     | AGYPM9619H             | Nominee (Govt. Nominee Director)  | 22.07.2016          |                        | Until Further Orders |         | 21.10.1963    | 1  | -  | -   | -  |
| Ms.              | Sonali Sen Gupta        | AISPS1496C<br>09763013 | Nominee (RBI Nominee Director)  | 14.07.2023          |                        | Until Further Orders |         | 04.09.1968    | 1  | -  | 1   | -  |
| Mr               | Suresh Kumar Rungta     | AEPPR8622E             | Part time Non-official Director   | 21.12.2021          |                        | 20.12.2024           |         | 07.07.1956    | 1  | 1  | 1   | -  |
| Mr               | B Chandra Reddy         | ABMPB8181E             | Part time Non-official Director   | 21.12.2021          |                        | 20.12.2024           |         | 14.04.1958    | 1  | 1  | 2   | 1  |
| Mr               | Deepak Sharma           | AWOPS0225R             | Part time Non-official Director   | 21.12.2021          |                        | 20.12.2024           |         | 31.07.1976    | 1  | 1  | 2   | -  |





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|     |                 |            |                                       |            |            |            |   |   |   |   |
|-----|-----------------|------------|---------------------------------------|------------|------------|------------|---|---|---|---|
| Mr. | Sanjaya Rastogi | ABTPR1949P | Non-Executive / Share holder Director | 03.12.2022 | 02.12.2025 | 18.01.1963 | 1 | 1 | 1 | 1 |
|-----|-----------------|------------|---------------------------------------|------------|------------|------------|---|---|---|---|

|   |
|---|
| Whether Regular Chairperson appointed- No   |
| Whether Chairperson is related to managing director or CEO  |
| <p>§ PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>&amp; 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</p> <p>* 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.</p> |

| 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. Shri B Chandra Reddy<br>2. Ms Sonali Sen Gupta<br>3. Shri Suresh Kumar Rungta<br>4. Shri Deepak Sharma   | Chairman- Part Time Non-Official Director<br>Nominee (RBI Nominee)<br>Part time Non-Official Director<br>Part time Non-Official Director  | 21.12.2021<br>14.07.2023<br>21.12.2021<br>21.12.2021   | 20.12.2024<br>Until further orders<br>20.12.2024<br>20.12.2024                                 |
| 2. Nomination & Remuneration Committee (NRC)  | Yes                                   | 1. Shri Deepak Sharma<br>2. Ms. Annie George Mathew<br>3. Shri B Chandra Reddy<br>4. Shri Suresh Kumar Rungta   | Chairman- Part Time Non-Official Director<br>Government of India Nominee Director<br>Part time Non-Official Director<br>Part time Non-Official Director                                       | 21.12.2021<br>22.07.2016<br>21.12.2021<br>21.12.2021   | 20.12.2024<br>Until further orders<br>20.12.2024<br>20.12.2024                                 |
| 4. Risk Management Committee  | Yes                                   | 1. Shri Suresh Kumar Rungta<br>2. Shri. Ajay Kumar Srivastava<br>3. Ms. S Srimathy<br>4. Shri Sanjay Vinayak Mudaliar<br>5. Shri. Sanjaya Rastogi<br>6. Shri B Chandra Reddy<br>7. Shri Deepak Sharma | Chairman- Part Time Non-Official Director<br>MD&CEO<br>Executive Director<br>Executive Director<br>Shareholder Director<br>Part time Non-Official Director<br>Part time Non-Official Director | 21.12.2021<br>01.01.2023<br>10.03.2021<br>01.01.2023<br>03.12.2022<br>21.12.2021<br>21.12.2021 | 20.12.2024<br>31.12.2025<br>09.03.2024<br>31.12.2025<br>02.12.2025<br>20.12.2024<br>20.12.2024 |
| 5. Stakeholders Relationship Committee  | Yes                                   | 1. Shri Sanjaya Rastogi<br>2. Ms. S Srimathy<br>3. Shri Sanjay Vinayak Mudaliar<br>4. Shri B Chandra Reddy<br>5. Shri Deepak Sharma   | Chairman- Shareholder Director<br>Executive Director<br>Executive Director<br>Part time Non-Official Director<br>Part time Non-Official Director  | 03.12.2022<br>10.03.2021<br>01.01.2023<br>21.12.2021<br>21.12.2021                             | 02.12.2025<br>09.03.2024<br>31.12.2025<br>20.12.2024<br>20.12.2024                             |
| <p>§ 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</p> |                                       |   |   |  |  |



## 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) |
|---|---|---|------------------------------|--|---|
| 11.05.2023  | 02.08.2023  | Yes   | 9                            | 4  | 32 days   |
| 12.05.2023  | 03.08.2023  | Yes   | 9                            | 4  |   |
| 23.06.2023  | 05.09.2023  | Yes   | 8                            | 4  |   |
| 24.06.2023  |   |   |                              |  |   |

\* 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<br>02.08.2023                  | Yes   | 4                            | 3<br>3                                   | 28.04.2023<br>12.05.2023                                    | -   |
| NOMINATION & REMUNERATION COMMITTEE                         | -   | -                            | -  | (Not convened during the quarter)                           | -   |
| RISK MANAGEMENT COMMITTEE<br>21.07.2023                     | Yes   | 7                            | 4  | 27.04.2023<br>20.06.2023                                    | -   |
| STAKEHOLDERS RELATIONSHIP COMMITTEE<br>02.08.2023           | Yes   | 5                            | 3  | 28.04.2023  | -   |

\* 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   | NA   |
| 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> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Risk Management Committee (applicable to the top 100 listed entities)</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholder Relationship Committee</li> </ol> <p>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> |

FOR ONWARD SUBMISSION TO STOCK EXCHANGE BY INVESTOR RELATION CELL

  
 (Koila Mahidar)  
 ASSISTANT GENERAL MANAGER  
 & BOARD SECRETARY



Date: 04.10.2023