

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE I

**1. Name of Listed Entity – INDIAN OVERSEAS BANK
2. Quarter ending – 31.12.2015**

Title (Mr. / Ms)	Name of the Director	Category (Chairperson/E xecutive/Non- Executive/inde pendent/Nomi nee) &	Date of Appointmen t 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. Koteeswaran	Executive (Managing Director & Chief Executive Officer)	31.12.2014		1	NIL	NIL
Mr.	Atul Agarwal	Executive (Executive Director)	27.09.2013		1	2	NIL
Mr.	Pawan Kumar Bajaj	Executive (Executive Director)	10.03.2015		1	NIL	NIL
Mr.	Alok Pande	Nominee (Govt. Nominee)	22.07.2011		1	1	NIL



	Director)									
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.	Jai Deo Sharma	Non Executive	02.05.2013			1		NIL		NIL
Mr.	Chinnaijah	Non Executive	13.11.2013			1		NIL		NIL
Mrs.	S. Sujatha	Non Executive	05.12.2013			1		NIL		NIL
Mr.	ABD. Badushas	Non Executive	12.12.2013			1		NIL		NIL
Mr.	Niranjan Kumar Agarwal	Independent	08.12.2014			1	3 years (upto 07.12.2017)	2		1
Shri.	Sanjay Rungta	Independent	08.12.2014			1	3 years (upto 07.12.2017)	2		1



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. Mr. Alok Pande 4. Mr. Nirmal Chand 5. Mr. Sanjay Rungta	Chairman – Independent Executive Nominee (GOI Nominee) Nominee (RBI Nominee) Independent
2. Nomination Committee	1. Mr. Alok Pande 2. Mr. Chinnaiiah 3. Mrs.S. Sujatha	Chairman-Nominee (GOI Nominee) Non Executive Non Executive
3. Remuneration Committee (To be reconstituted at the appropriate time)		
4. Risk Management Committee	1. Mr. R. Koteeswaran 2. Mr. Atul Agarwal 3. Mr. Pawan Kumar Bajaj 4. Mr. Niranjan Kumar Agarwal 5. Mr. Sanjay Rungta	Chairman – Executive (MD & CEO) Executive (Executive Director) Executive (Executive Director) Independent Independent
5. Stakeholders Relationship Committee	1. Mr. Sanjay Rungta 2. Mr. Atul Agarwal Mr. Pawan Kumar Bajaj 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

&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. 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	Maximum gap between any two consecutive (in number of days)
25.07.2015	05.10.2015	41 days
22.08.2015	31.10.2015	
04.09.2015	12.12.2015	

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 30.10.2015			
31.10.2015	Yes	10.07.2015	96 days
15.12.2015	Yes	25.07.2015	
	Yes		
NOMINATION COMMITTEE - NOT HELD	NOT APPLICABLE	NOT HELD	-
REMUNERATION COMMITTEE - NOT HELD	NOT APPLICABLE	NOT HELD	-
RISK MANAGEMENT COMMITTEE			
05.10.2015	Yes	25.07.2015	-
30.10.2015	Yes		
27.11.2015	Yes		
STAKEHOLDERS RELATIONSHIP COMMITTEE 12.12.2015	Yes	04.09.2015	-

* 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 2014-15. 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	
Note:	
<ol style="list-style-type: none"> 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. 	

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 3. The composition of the Stakeholders Relationship Committee is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. 4. The committee members have been made aware of their powers, role and responsibilities in terms of the relevant guidelines / regulations, as may be applicable. 5. 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. 6. Meetings of Stakeholders Relationship Committee have been conducted in the manner as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. 7. The Bank has placed the previous Quarter Report before the Board and Board has noted the same.



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