



इण्डियन ओवरसीज़ बैंक

केंद्रीय कार्यालय- पोस्ट बॉक्स सं 3765, 763 अण्णा सालै, चेन्नै 600 002

**Indian Overseas Bank**

Central Office: P.B.No.: 3765, 763 Anna Salai, Chennai 600 002

**Investor Relations Cell**

IRC/ 62 /2019-20

28.05.2019

The General Manager,  
Department of Corporate Services  
**BSE Limited**  
Floor 1, P.J. Towers, Dalal Street  
**Mumbai 400 001**

The Vice President  
**National Stock Exchange Ltd**  
"Exchange Plaza", C-1 Block G  
Bandra-Kurla Complex, Bandra (E)  
**Mumbai - 400 051**

Dear Sir/Madam,

**Submission of Annual Secretarial Compliance Report  
for year ended 31' March, 2019**

In compliance of SEBI Circular reference no. CIR/CFD/CMD1/27/2019 dated 08.02.2019, we are submitting Annual Secretarial Compliance Report issued by Practicing Company Secretary Mr. V Suresh. We are enclosing the copy of the same for your record.

Thanking You

Yours faithfully,

Deepa Chellam  
Company Secretary





No. 28,I st Floor, Ganapathy Colony, III<sup>rd</sup> Street, Teynampet, Chennai - 600 018.

**SECRETARIAL COMPLIANCE REPORT OF INDIAN OVERSEAS BANK FOR  
THE YEAR ENDED 31.03.2019**

I, V Suresh, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Indian Overseas Bank ("the listed entity").
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2019, in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (no events during the audit period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

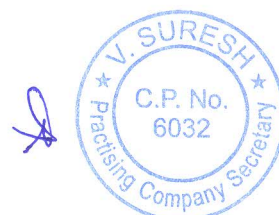
and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent they are applicable to the Nationalised Banks, except in respect of matters specified below:

Sr.No	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	Reg.29 (2) & 29 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delay in furnishing prior intimation about the meeting of the Board of Directors.	During the year the Bank paid a penalty of Rs.11,800/- (including GST) each to BSE & NSE for the said deviation.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
NIL	NIL	NIL	NIL	NIL

(d) The listed entity has taken the following actions to comply with the observations made in previous reports : **(NOT APPLICABLE)**

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended..	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity.
	NA	NA	NA	NA

Place : Chennai  
Date : 20.05.2019



*V Suresh*

V Suresh  
Practising Company Secretary  
FCS No. 2969  
C.P.NO: 6032