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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/ 60 /2020-21

28.07.2020

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

The Vice President
National Stock Exchange of India Limited
"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 31st March, 2020

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 M/s Srinidhi Sridharan & Associates. We are enclosing the copy of the same for your record.

Thanking You

Yours faithfully,

S Nandakumaran
Company Secretary





ISIN: INE565A01014

Secretarial compliance report of INDIAN OVERSEAS BANK for the year ended
March 31st March, 2020

We, **SRINIDHI SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) all the documents and records made available to us and explanation provided by **INDIAN OVERSEAS BANK** having its Central office at **763, Anna Salai, Chennai - 600002 ("the listed entity")**.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity, (website address: **www.iob.in**)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2020** 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 there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;
- c) Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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- f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - h) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- and circulars/guidelines issued there under;

The provisions of the following Regulations are not applicable during the year under review.

- a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
- b) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under except in respect of matters specified hereunder: -.

1. As per Regulation 74 (5) of the SEBI (Depositories and Participants) Regulations, 2018, the listed entity within fifteen days of receipt of the certificate of security from the participant shall confirm to the depository that securities comprised in the said certificate have been listed on the stock exchange(s) where the earlier issued securities are listed and shall also after due verification immediately mutilate and cancel the certificate of security and substitute in its record the name of the depository as the registered owner and shall send a certificate to this effect to the depository and to every stock exchange(s) where the security is listed. The Bank had not filed the compliance certificate for the Quarter ended June 2019 with the stock exchange within the prescribed time limit. The Bank has subsequently, filed the Compliance certificate for the quarter ended June 2019 with the stock exchanges on 22nd June, 2020.

2. As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015, in case of change in Directors, a disclosure shall be filed with the stock exchange(s) stating the

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FOR THE YEAR ENDED 31



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reason for change, date of appointment/ cessation, a brief profile of the director, in case of appointment and the disclosure of relationships between directors. The Bank had not disclosed a brief profile of Mr. Deepak Kumar, Director who was appointed on 18th September, 2019 in the disclosure filed with the stock exchanges. The Bank has provided an undertaking that, on subsequent appointments, a brief profile of the Directors will be included in the disclosures filed with the stock exchanges.

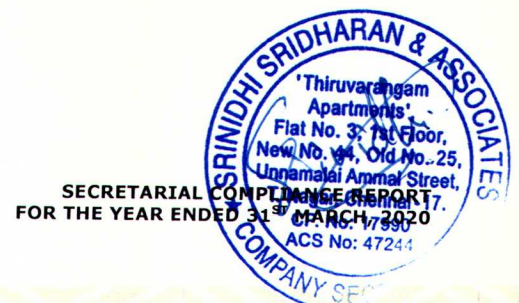
3. As per Schedule V, Clause C (10) (i), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall disclose in its annual report, a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The Bank had not disclosed the certificate in its annual report for the year 2018-19. The Bank has provided an undertaking to disclose the certificate for the financial year 2018-19 in the annual report for the financial year 2019-20.

- (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 our 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 Practicing Company Secretary, if any.
Nil*				

* No action taken against the Listed Entity / its promoters / directors and material unlisted subsidiaries incorporated in India.

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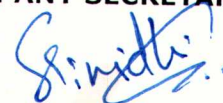


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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing 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 Practicing Company Secretary on the actions taken by the listed entity
1.	Delay in furnishing prior intimation for the meetings of the Board of Directors as per Regulation 29(2) and 29(3) SEBI (Listing Obligations and Disclosure Requirements), 2015	31 st March, 2019	The intimations for the meetings of the Board have been filed within the time as stipulated under the Regulation for the financial year 2019-20.	-

**FOR SRINIDHI SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**



CS SRINIDHI SRIDHARAN

C.P NO.17990

ACS.NO.47244

UIN: S2017TN472300

UDIN:A047244B000408110

PLACE : CHENNAI

DATE : 2ND JULY, 2020



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FOR THE YEAR ENDED 31ST MARCH, 2020**