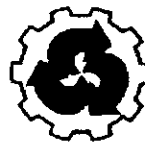


Registered Office :

1st Floor, Khivraj Complex 1
No. 480, Anna Salai,
Nandanam, Chennai 600 035
Phone : 24313094 to 97
Fax : 24313093
Email : registered@indbankonline.com
CIN No. L65191TN1989PLC017883



Indbank

Merchant Banking Services Ltd

(A Subsidiary of Indian Bank)

Ref: Sec/2019-20/53

May 28, 2019

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 Scrip Code: 511473	National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai 400 051 Scrip Code: INDBANK
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Dear Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2019.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019, we hereby submit the Annual Secretarial Compliance Report duly issued and signed by a Practicing Company Secretary for the year ended 31.03.2019.

We request you to kindly take note of the above information on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For INDBANK MERCHANT BANKING SERVICES LIMITED

CS BALAMURUGAN V
COMPANY SECRETARY AND COMPLIANCE OFFICER

Enclosed: As above





ANNUAL SECRETARIAL COMPLIANCE REPORT OF M/S. INDBANK MERCHANT BANKING SERVICES LIMITED FOR THE YEAR ENDED 31st MARCH, 2019

I Rajib Lochan Sarangi, Practicing Company Secretary have examined:



- a) all the documents and records made available to us and explanation provided by **INDBANK MERCHANT BANKING SERVICES LIMITED** ("the listed entity")
[CIN No: L65191TN1989PLC017883], having registered office at I Floor, Khivraj Complex I No.480, Anna Salai, Nandanam, Chennai-600035
- 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 March 31, 2019 ("Review Period") 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 (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;
- 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;
- i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and its notifications/circulars/ guidelines issued there under from time to time and based on the above examination, I/We hereby report that, during the Review Period:

R. L. Sarangi



- (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 below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under 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 there under:

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				

- (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 31 st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Place: Chennai
Date: 18.05.2019



R. L. Sarangi
Rajib Lochan Sarangi
(Practicing Company Secretary)
ACS No.: 20312
C P No.: 17498