

**SECRETARIAL COMPLIANCE REPORT OF INDIAN OVERSEAS BANK FOR
THE YEAR ENDED 31.03.2021**

We, V Suresh Associates, 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 31.03.2021, 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; (no events during the audit period)



(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; (no events during the audit period)

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

and circulars/ guidelines issued thereunder;

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 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
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(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				



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

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.
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	31 st March 2020.	The Bank has subsequently, filed the Compliance certificate for the quarter ended June 2019 with the stock exchanges on 22 nd June, 2020.	Action taken as mentioned by the Bank.

	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 exchanges(s) stating the 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 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.	31 st March 2020.	Our Bank is public sector Bank and Government of India is its promoter. The directors other than shareholders Director is appointed by Government of India. As per SEBI (LODR) Regulations the information has to be filed with Stock Exchanges with 24 hours from the time of occurrences of the event. In some cases we do not receive the Brief profile of nominated/appointed director within stipulated timeline. Hence, to comply with SEBI (LODR) Regulations we have to file the available information immediately with Stock Exchanges.	Action taken as mentioned by the Bank.
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	31 st March 2020.	The Bank has disclosed the certificate for the financial year 2018-19 in the annual report of financial year 2019-20.	Action taken as mentioned by the Bank.

	appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.			
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Place: Chennai
Date: 11.06.2021

For V Suresh Associates
Practising Company Secretaries



A handwritten signature in blue ink, appearing to read "V Suresh".

V Suresh
Senior Partner
FCS No. 2969
C.P.No. 6032

Peer Review Cert. No. : 667/2020
UDIN: F002969C000444795