SECRETARIAL COMPLIANCE REPORT OF INDIAN OVERSEAS BANKFOR THE YEAR ENDED 31.03.2022

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, SR *Srinivasan & Co.* LLP have examined:

(a) All the documents and records made available to us, and explanation provided by M/s. Indian Overseas Bank ("thelistedentity"),

(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 up on to make this certification,

For the year ended 31.03.2022 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;- Not Applicable during the period under review.

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- Not Applicable during the period under review.

(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)(other regulations as applicable)

and circulars/guidelines issued there under;

SR SRINIVASAN & Co. LLP
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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, except in respect of matters specified below:

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Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	As per Regulation 17(1) of the LODR,where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors	The Board of Bank comprises of only three (03) Independent Directors	We are informed by the Bank that the Directors other than shareholder director are appointed by Government of India and we do not have any control over it.
2	Proviso to Regulation 17(1) of the SEBI (LODR), the Board of Directors of top 1000 listed companies shall have at least one Independent Woman Director	The Board of Bank does not have an Independent Woman Director	
3	Regulation 17(1) of the SEBI (LODR) requires the board of directors to have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent. of the board of directors shall comprise of non-executive directors	During the period 01st April 2021 to 21st December 2021, the Bank had not complied with the same	

(b) The listed entity has maintained proper records under the provisions of the aboveRegulations and circulars/ guidelines issued thereunder insofar as it appears frommy/ourexamination ofthoserecords.

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Chennai 600031

(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 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, ifany.
	-	-	-	-
	-	-	-	-

(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
	-	-	-	-

Place: Chennai

Date: 18.05.2022

For SR *Srinivasan & Co.* LLP
Company Secretaries

SR SRINIVASAN & Co. LLP Chennai 600031

13/5/22

S. Rajendran
Managing Partner
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