



**Indian Bank**  
Corporate Office, Investor Services Cell  
254 - 260, Avvai Shanmugam Salai, Royapettah  
Chennai - 600 014

Annexure - I

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity : INDIAN BANK

2. Quarter ending : September 30, 2016

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive / Non-independent / Nominee) &	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in listed entities including this listed entity	Number of membership in Audit / Stakeholder Committee(s) including this entity	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	T C Venkat Subramanian	ACYPV2408H & 00040526	Chairperson / Non-Executive	14.08.2015	3 years or until attaining the age of 70 years or until further orders, whichever is earlier.	1	-	-
Mr.	Mahesh Kumar Jain	ABBPJ4294P & 03513127	MD & CEO / Executive	02.11.2015	3 years or till the date of superannuation or until further orders, whichever is earlier.	1	-	-
Mr.	R Subramania Kumar	AANPS2680P & -	Executive	22.01.2016	Ceases to be Director (Relieved on 29.09.2016 to take charge as Executive Director of Indian Overseas Bank.	-	-	-
Mr.	A S Rajeev	ADNPA1881H & 07478424	Executive	22.01.2016	3 years or until further orders, whichever is earlier.	3	2	-



Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive / Non-Executive / independent / Nominee) &	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in listed entities including this listed entity	Number of membership in Audit / Stakeholder Committee(s) including this entity	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Ms.	Mudita Mishra	AGCPM1036C & 07302824	Government Nominee Director / Non-Executive	07.01.2016	Until further orders.	1	1	-
Mr.	B P Vijayendra	ABSPV3051F & 06630811	RBI Nominee Director / Non-Executive	23.02.2015	Until further orders.	1	1	-
Mr.	Deepak D Samant	AACPS2762B & -	Officer Employee Director / Non-Executive	11.03.2014	3 years or until he ceases to be an officer of the Bank or until further orders, whichever is earlier.	1	-	-
Mr.	Vijay Kumar Goel	AAGPG6245F & 05014980	Part-time Non-Official Director / Non-Executive	26.07.2016	3 years or until further orders, whichever is earlier.	1	1	1
Mr.	Padmanaban Vittal Dass	AAAPN7223L & -	Part-time Non-Official Director / Non-Executive	25.04.2016	3 years or until further orders, whichever is earlier.	1	-	-
Mr.	Vinod Kumar Nagar	AABPN8158P & 02487061	Shareholder Director / Non-Executive / Independent	01.07.2014	3 years.	2	4	1
Mr.	Sriram Ramachandran	AGEPS5183J & -	Shareholder Director / Non-Executive / Independent	01.07.2014	3 years.	1	1	-

**Remarks:** As the Bank is not incorporated under Companies Act, obtaining DIN for the directors is not required.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	1. Mr. Vijay Kumar Goel 2. Mr. A S Rajeev 3. Ms. Mudita Mishra 4. Mr. B P Vijayendra 5. Mr. Vinod Kumar Nagar	Chairman / Non-Executive Executive Director Non-Executive Non-Executive Non-Executive
2. Nomination Committee	1. Government Nominee Director 2. One Part-time Non-Official Director	3. One Shareholder Director
3. Remuneration Committee	1. Mr. T C Venkat Subramanian 2. Ms. Mudita Mishra 3. Mr. B P Vijayendra 4. Mr. Vinod Kumar Nagar	Chairman / Non-Executive Non-Executive Non-Executive Non-Executive
4. Stakeholders Relationship Committee	1. Mr. Vinod Kumar Nagar 2. Mr. A S Rajeev 3. Mr. Sriram Ramachandran	Chairman / Non-Executive Executive Director Non-Executive

**Remarks:** The Board has constituted two Committees viz., (a) Nomination Committee and (b) Remuneration Committee. The Nomination Committee is constituted as per Reserve Bank of India guidelines for the purpose of carrying out due diligence to determine 'fit and proper' status of the shareholder director(s). The Remuneration Committee is constituted as per the advise of Government of India to determine the incentives that needs to be paid to Managing Director and Whole Time Directors.

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
22.04.2016; 11.05.2016 & 28.06.2016	02.08.2016 & 02.09.2016	34 days

IV. Meeting of Committees		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of committee in the previous quarter
02.08.2016	Yes	11.05.2016
I. AUDIT COMMITTEE:		
02.08.2016	Yes	11.05.2016
II. STAKEHOLDERS RELATIONSHIP COMMITTEE:		
-	-	27.06.2016
Maximum gap between any two consecutive meetings in number of days		
		82 days
		-



V. Related Party Transactions (RPT)	
Subject	Compliance status (Yes / No / NA)
Whether prior approval of Audit Committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**Remarks:** The Bank is complying with the requirements on related party transactions as stipulated by Reserve Bank of India from time to time.

#### VI. Affirmations

- 1) The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes.
- 2) The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes.
  - a) Audit Committee.
  - b) Nomination & Remuneration Committee.
  - c) Stakeholders Relationship Committee.
  - d) Risk Management Committee.
- 3) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes.
- 4) The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes.
- 5) This report and / or the report submitted in the previous quarter has been placed before the Board of Directors - Yes.

#### Remarks:

- **As per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for other listed entities which are not companies, but body corporate or are subject to regulations under other statutes, the provisions of corporate governance provisions as specified in Regulations 17 to 27 and 46 (2) (b) to (i) and Paras C, D and E of Schedule V shall apply to the extent that it does not violate their respective statutes and guidelines or directives issued by the relevant authorities.**
- Our Bank is a Corresponding New Bank constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and is not registered under the Companies Act, 1956 / 2013.
- The constitution of the Bank's Board, Audit Committee and other Committees of the Board and remuneration to the Directors, Board / Committee procedures / Related Party Transactions etc are governed under the provisions of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, Banking Regulations Act, 1949, Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970, Indian Bank (Shares and Meetings) Regulations, 1999, as amended and guidelines issued by Reserve Bank of India from time to time and to that extent some of the provisions of the Regulations 15 to 27 are not applicable / applicable.
- The previous quarter report was placed before the Board on September 02, 2016 and the Board took the same on record. This report will also be placed before the Board.

for INDIAN BANK

*A. Mohan*  
 Company Secretary

Place : Chennai  
 Date : October 14, 2016

