

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : INDIAN BANK

QUARTER ENDED ON : March 31, 2013

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS YES/NO	REMARKS
I Board of Directors	49 I		
(A) Composition of Board	49 (1A)	YES	The Bank is a corresponding new bank under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and the composition of the Board is in terms of the aforesaid Act.
(B) Non-executive Directors' compensation & disclosures	49(1B)	NA	Other than sitting fees for attending meetings of the Board and Committees, no compensation is paid to non-executive directors.
(C) Other provisions as to Board and Committees	49 (1C)	YES	
(D) Code of Conduct	49 (1D)	YES	The Bank has framed the Code of Conduct applicable to Board of Directors and Senior Management Personnel and the same has been adopted by the Board of Directors at its meeting held on 29.03.2007 and subsequently amended and approved by the Board of Directors on 23.12.2008. The Code of Conduct has also been hosted on the Bank's website www.indianbank.in . The Annual Report for the year ended March 31, 2012 carries a Declaration signed by the CEO to the effect that all Board members and senior management personnel have affirmed compliance with the code (Page 69)
II Audit Committee	49(II)		
(A) Qualified & independent Audit Committee	49(IIA)	YES	The Audit Committee and the terms of reference has been constituted in accordance with the Circulars issued by RBI in this regard.
(B) Meeting of Audit Committee	49(II B)	YES	During the quarter January to March 2013, the Audit Committee met six times on January 05, 2013, January 11, 2013, February 01, 2013, February 02, 2013, February 13, 2013 and March 16, 2013.
(C) Powers of Audit Committee	49(II C)	YES	These are governed by RBI guidelines issued in this regard.
(D) Role of Audit Committee	49(II D)	YES	} -do-
(E) Review of Information by Audit Committee	49(II E)	YES	} -do-



III Subsidiary Companies	49(III)	YES	
IV Disclosures	49(IV)		
(A) Basis of related party transactions	49(IVA)	YES	Disclosures made on Page 129 of the Annual Report for the year ended March 31, 2012.
(B) Disclosure of Accounting Treatment	49(IVB)	NA	
(C) Board Disclosures	49(IVC)	YES	
(D) Proceeds from public issues, rights issues, preferential issues, etc	49(IVD)	NA	
(E) Remuneration of Directors	49(IVE)	NA	The Chairman and Managing Director and Executive Directors are being paid remuneration and reimbursement of traveling and halting expenses as per the rules framed by Government of India in this regard. The non-executive Independent Directors are not being paid any other remuneration, except Sitting Fees as per the guidelines of Government of India. Their travelling and halting expenses for attending the meetings of the Board / Committees are borne by the Bank.
(F) Management	49(IVF)	YES	A Management Discussion and Analysis Report forms part of the Annual Report for the year ended March 31, 2012 covering matters like Business environment, Industry structure and developments in the Banking Sector, Segment-wise performance etc
(G) Shareholders	49(IVG)	YES	
V CEO/CFO Certification	49(V)	YES	CEO/CFO certificate to the Board of Directors forms part of the Annual Report for the year ended March 31, 2012 (Page 71).
VI Report on Corporate Governance	49(VI)	YES	A report of the Board of Directors of Indian Bank on Corporate Governance 2011-12 forms part of the Annual Report for the year ended March 31, 2012 (Page 45).
VII Compliance	49(VII)	YES	A certificate from the Auditors on Corporate Governance forms part of Annual Report for the year ended March 31, 2012 (Page 73).



For **INDIAN BANK**

A. M. Nayak
Company Secretary.