



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

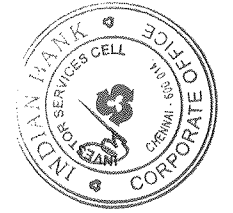
Annexure - I

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of the Listed Entity : INDIAN BANK
2. Quarter ending : September 30, 2018

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	
Ms.	Padmaja Chunduru	ABVPC7766R & 080586663	MD&CEO Executive	19.09.2018	Until attaining the age of superannuation, i.e., 31.08.2021 or until further orders, whichever is earlier.	1	-	-	
Mr.	A S Rajeev	ADNPA1881H & 07478424	Executive	22.01.2016	3 years or until further orders, whichever is earlier.	3	2	-	
Mr	M K Bhattacharya	ACYPB6227E & 07854294	Executive	18.02.2017	3 years or until further orders, whichever is earlier.	1	1	-	
Mr	Amit Agrawal	ADCPA5370Q & 07117013	Government Nominee Director / Non-Executive	05.04.2018	Until further orders	1	1	-	
Mr	J K Dash	ABVPD6513F & 07896742	RBI Nominee Director / Non-Executive	16.11.2016	Until further orders	1	1	-	

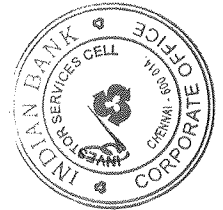
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Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive / Non-Executive / independent / Nominee) &	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in listed entities including this listed entity	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
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	Sailil Kumar Jha	ACCPJ2852P & 02417261	Part-time Non-Official Director / Non-Executive	27.12.2017	3 years or until further orders, whichever is earlier.	1	-	-
Mr.	Vinod Kumar Nagar	AABPN8158P & 02487061	Shareholder Director / Non-Executive / Independent	01.07.2017	3 years.	2	3	1
Mr	Bharath Krishna Sankar	ADEPS4700Q & 00473636	Shareholder Director / Non-Executive / Independent	21.12.2017	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 members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee		1. Mr. Vijay Kumar Goel 2. Mr. A S Rajeev 3. Mr. Amit Agrawal 4. Mr. J K Dash 5. Mr. M K Bhattacharya - Invitee	Chairman / Non-Executive Executive Director Non-Executive Non-Executive Executive Director
2. Nomination Committee		1. Mr Padmanaban Vittal Dass 2. Mr. Sailil Kumar Jha	Non-Executive Non-Executive

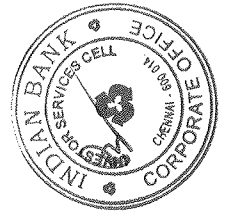


3. Remuneration Committee	1. Mr. Amit Agrawal 2. Mr. J K Dash 3. Mr. Vinod Kumar Nagar 4. Mr. Bharath Krishna Sankar	Non-Executive Non-Executive Non-Executive Non-Executive
4. Stakeholders Relationship Committee	1. Mr. Vinod Kumar Nagar 2. Mr. A S Rajeev 3. Mr. M K Bhattacharya 4. Mr. Bharath Krishna Sankar	Chairman / Non-Executive Executive Director 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 advice of Government of India to determine the incentives that needs to be paid to Managing Director and Whole Time Directors. Consequent to the expiry of the term of the Non-Executive Chairman on 13.08.2018, the Nomination Committee is to be reconstituted.

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 meetings (in number of days)
04/05/2018, 10/05/2018 & 30/06/2018	09/07/2018, 30/07/2018, 07/08/2018 & 08/08/2018	20 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 the committee in the previous quarter
08/08/2018,	Yes	10/05/2018, 30/06/2018
24/09/2018		30/06/2018
I. AUDIT COMMITTEE:		38 days
II. STAKEHOLDERS RELATIONSHIP COMMITTEE:		85 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.



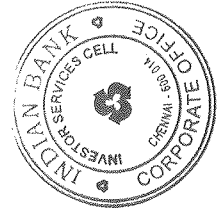
VI. Affirmations

- 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 and Government of India from time to time and to that extent some of the provisions of the Regulations 15 to 27 are not compliant / applicable.
- The reports for the quarters ended March 31, 2018 and June 30, 2018 were placed before the Board on 07.08.2018 and 11.10.2018 respectively. This report will also be placed before the Board at the ensuing meeting.

Place : Chennai
Date : October 15, 2018



[Handwritten Signature]
Company Secretary



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

Annexure - III

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes / No / NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting *	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes
Remarks: <ul style="list-style-type: none">→ 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 Board has constituted two Committees separately viz., (a) Nomination Committee and (b) Remuneration Committee. The Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting.→ 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 and Government of India from time to time and to that extent some of the provisions of the Regulations 15 to 27 are not compliable / applicable.		

Place : Chennai
Date : October 15, 2018


Company Secretary

