



फैक्स Fax : 28134075

दूरभाष Phone : 28134076

ई-मेल E-mail :

investors@indianbank.co.in

कार्पोरेट कार्यालय / CORPORATE OFFICE

निवेशक सेवा कक्ष **Investor Services Cell**

द्वितीय तल, 'सी' विंग 2nd Floor, 'C' Wing

254-260 अब्बै षम्मगम सालै, Avvai Shanmugam Salai

रायपेट्टा Royapettah

चेन्नै **Chennai 600 014**

Ref : ISC / 104 / 2019-20

May 30, 2019

<p>The Vice President National Stock Exchange of India Limited "Exchange Plaza", Bandra Kurla Complex, Bandra East <u>Mumbai - 400 051.</u> NSE Symbol : INDIANB</p>	<p>The Manager B S E Limited Phiroze Jeejibhai Towers Dalal Street <u>Mumbai - 400 001.</u> Stock Code : 532814</p>
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Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019.

Pursuant to SEBI circular No.CIR/CFD/CMD1/27/2019 dated February 08, 2019, we submit the Annual Secretarial Compliance Report of the Bank for the year ended March 31, 2019, issued by Mr V Suresh, Practising Company Secretary.

We request you to take on record the above.

Yours faithfully,

Bimal Shah
COMPANY SECRETARY



No. 28, I st Floor, Ganapathy Colony, IIIrd Street, Teynampet, Chennai - 600 018.

**SECRETARIAL COMPLIANCE REPORT OF INDIAN BANK FOR THE YEAR
ENDED 31.03.2019**

I, V Suresh, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by INDIAN 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 31.03.2019, 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;

and based on the above examination, I 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 as mentioned below:

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 are subject to regulations under other statues, the provisions of corporate governance 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 statues and guidelines or directives issued by the relevant authorities.

The Bank is 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 compliable/ applicable.

Sr.No	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
	NIL	NIL	NIL

[Handwritten Signature]



(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	NIL	NIL	NIL	NIL

(d) The listed entity has taken the following actions to comply with the observations made in previous reports : **(NOT APPLICABLE)**

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.
	NA	NA	NA	NA

Place : Chennai
Date : 30.05.2019




V Suresh
Practising Company Secretary
FCS No. 2969
C.P.NO: 6032