

**SECRETARIAL COMPLIANCE REPORT OF INDIAN BANK FOR THE YEAR
ENDED 31.03.2022**

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 31.03.2022, 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 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;- During the audit period, the Bank has raised equity capital of Rs.1650 crore through Qualified Institutions Placement at an issue price of Rs.142.15 per equity share including a premium of Rs.132.15 per equity share. Post allotment of 11,60,74,569 new equity shares of face value of Rs.10 each under QIP, the total paid up shares of the Bank increased from 112,93,66,570 to 124,54,41,139.
- (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 Non-Convertible Securities) Regulations, 2021 **(no events during the audit period)**

(g) 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.

The Bank is constituted under the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 and not incorporated under Companies Act.

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.

The Composition of Board of Directors as on 31st March, 2022 is not in line with the provisions of SEBI (LODR) Regulations, 2015.

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

(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	NA

(e) The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Place: Chennai
Date :18.05.2022

For V Suresh Associates
Practising Company Secretaries



[Handwritten Signature]

V Suresh
Senior Partner
FCS No. 2969
C.P.No. 6032

Peer Review Cert. No:667/2020
UDIN:F002969D000342572