



Ref No. IRC/46/2026-27

22.05.2026

The General Manager, Department of Corporate Services, BSE Limited, Floor 1, P.J. Towers, Dalal Street, Mumbai 400 001	The Vice President, National Stock Exchange Ltd., Exchange Plaza, C-1 Block G, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051
BSE SCRIP CODE: 532388	NSE SCRIP CODE: IOB

Madam/Sir,

Sub: Annual Secretarial Compliance Report for the Year ended 31st March 2026

Pursuant to Regulation 24A(2) of SEBI(LODR) Regulations, 2015, we enclose Annual Secretarial Compliance Report for the year ended 31st March 2026 issued by M/s Srinidhi Sridharan & Associates, Practicing Company Secretaries.

This is for your information and appropriate dissemination.

Yours faithfully,

Raghuram Mallela
Deputy General Manager/
Company Secretary & Compliance Officer

SRINIDHI SRIDHARAN & ASSOCIATES
company secretaries



SECRETARIAL COMPLIANCE REPORT OF INDIAN OVERSEAS BANK
FOR THE YEAR ENDED 31ST MARCH, 2026

ISIN: INE565A01014

We, SRINIDHI SRIDHARAN & ASSOCIATES, Company Secretaries have examined:

- a) All the documents and records made available to us and explanation provided by INDIAN OVERSEAS BANK (herein after referred as "BANK") having its Registered office at No 736, Anna Salai, Chennai- 600002.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address: <https://www.iob.in/>)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2026 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 there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including:-

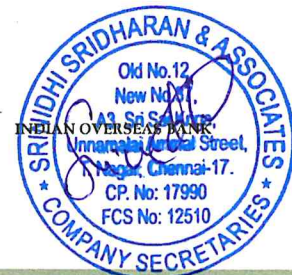
- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter SEBI Listing regulations);
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable during the year under review)
- g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the year under review)
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable during the year under review)
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued there under;


and based on the above examination, we hereby report that, during the review period:




- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except the following:-

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2026

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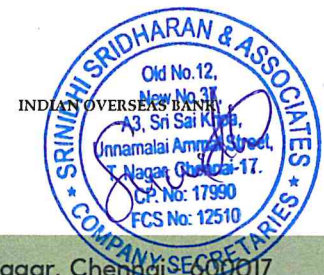


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S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The Board of directors shall have an optimum combination of executive and non-executive directors with at least one-woman independent director.	Regulation 17(1)(a) of SEBI Listing Regulations	There was no woman independent director during the year under review from 1 st April, 2025 to 31 st March, 2026	-	-	-	-	There was no woman independent director during the year under review commencing from 1 st April, 2025 to 31 st March, 2026	The Bank is regularly taking up the matter with Government of India for appointment of Women Independent Director.	
2.	The Board of directors shall have an optimum combination of executive and non-executive directors with the at least one-third of the board being independent directors when chairperson is a non-executive director.	Regulation 17(1)(b) of SEBI Listing Regulations	The Listed entity did not have a properly constituted Board for the period between 1 st April, 2025 to 10 th April, 2025, as the required number of Independent Directors was not in place.	-	-	-	-	The Bank did not have a duly constituted Board for the period between 1 st April, 2025 to 10 th April, 2025, as the required number of Independent Directors was not in place	Three Part-time Non-Official Directors namely Shri B. Chandra Reddy, Shri Deepak Sharma and Shri Suresh Kumar Rungta were re-appointed by Department of Financial Services, Government of India w.e.f. 11.04.2025 and consequently, one half of the Board of Directors became independent.	
3.	The Board of Directors shall constitute the Audit Committee with at least two-third of Members of the committee as Independent Directors.	Regulation 18 of SEBI Listing Regulations	The Listed entity did not have a properly constituted Audit Committee for the period between 1 st April, 2025 to 21 st April, 2025.	-	-	-	-	The Listed entity did not have a properly constituted Audit Committee for the period between 1 st April, 2025 to 21 st April, 2025.	The Board of Directors were exercising the powers of Audit Committee during the interim period in accordance with Para 14A of Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970	

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2026

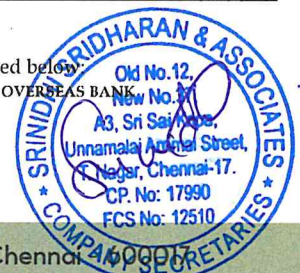


4.	The Board of Directors shall constitute the Risk Management Committee with minimum three members with majority of them being members of the board of directors, including at least one independent director.	Regulation 21 (2) of SEBI Listing Regulations	The Listed entity did not have a duly constituted Risk Management Committee for the period between 1 st April, 2025 to 21 st April, 2025.					The Listed entity did not have a duly constituted Risk Management Committee for the period between 1 st April, 2025 to 21 st April, 2025.	The Board of Directors were exercising the powers of Risk Management Committee during the interim period in accordance with Para 14A of Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970	
5.	The listed entity shall give prior intimation to the stock exchange of at least two working days in advance, excluding the date of the intimation and the date of the meeting of the board of directors. With effect from December 1, 2025, the listed entities shall be required to submit the disclosures under Regulation 50 as per the prescribed timelines in XBRL mode only.	Regulation 50 of SEBI Listing Regulations read with BSE Circular dated 20251121-72 dated 21.11.2025	The Bank has not filed the XBRL Prior Intimation of Board Meeting under Regulation 50 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Board Meeting held on 14 th January, 2026.					The Bank has not filed the XBRL Prior Intimation of Board Meeting under Regulation 50 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Board Meeting held on 14 th January, 2026.	We have submitted the prior intimation of Board Meeting in line with Regulation 29(1) of SEBI (LODR) Regulations, 2015 in common XBRL format applicable for both Equity and Debt on 08.01.2026. We note to file the newly introduced XBRL utility henceforth.	

(b) The listed entity has taken the following actions to comply with the observations made in the previous reports:

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Board of directors shall have an optimum combination of executive and non-executive directors with at least one-woman independent director.	Regulation 17(1)(a) of SEBI Listing Regulations	There was no woman independent director during the period from 1st April, 2024 to 31st March, 2025	-	-	-	-	There was no woman independent director during the year under review commencing from 1 st April, 2024 to 31 st March, 2025	The Bank is regularly taking up the matter with Government of India for appointment of Women Independent Director.	

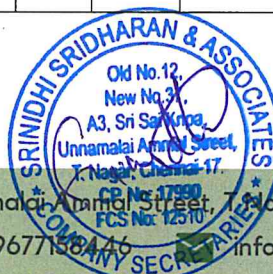
We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below.
SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2026



2.	Board of directors shall have an optimum combination of executive and non-executive directors with the at least one-third of the board being independent directors when chairperson is a non-executive director.	Regulation 17(1)(b) of SEBI Listing Regulations	The Listed entity did not have a properly constituted Board for the period between 21 st December, 2024 to 31 st March, 2025	-	-	-	-	The bank did not have a duly constituted Board for the period between 21 st December, 2024 to 31 st March, 2025	Vacancies in the Board of Directors is filled by Department of Financial Services, Government of India only and the Bank has no role in the appointment of Directors. Bank has taken up with the DFS, Government of India for appointment of Directors on the Board of the Bank.
3.	Any vacancy in the office of a director shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy. Further to that if the listed entity becomes non-compliant with the above provision due to expiration of the term of office of any director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated.	Regulation 17 (1E) of SEBI Listing Regulations	The tenure of the Independent Directors was completed on 20 th December, 2024 and the vacancy was not filled, consequent to that the board as well as committee composition was affected.						Vacancies in the Board of Directors is filled by Department of Financial Services, Government of India only and the Bank has no role in the appointment of Directors. Bank has taken up with the DFS, Government of India for appointment of Directors on the Board of the Bank.
4.	The Board of Directors shall constitute the Audit Committee with at least two-third of Members of the committee as Independent Directors.	Regulation 18 of SEBI Listing Regulations	The Listed entity did not have a properly constituted Audit Committee for the period between 21 st December, 2024 to 31 st March, 2025	-	-	-	-		Vacancies in the Board of Directors is filled by Department of Financial Services, Government of India only and the Bank has no role in the appointment of Directors. Bank has taken up with the DFS,

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INDIAN OVERSEAS BANK



									Government of India for appointment of Directors on the Board of the Bank.
5.	The Board of Directors shall constitute the Nomination and Remuneration Committee with at least two-third of Members of the committee as Independent Directors	Regulation 19(1)(c) of SEBI Listing Regulations	The Listed entity did not have a properly constituted Nomination and Remuneration Committee for the period between 21 st December, 2024 to 31 st March, 2025	-	-	-	-		The bank had reconstituted the Nomination and Remuneration Committee with effect from 24 th March, 2025.
6.	The Board of Directors shall constitute the Risk Management Committee with minimum three members with majority of them being members of the board of directors, including at least one independent director.	Regulation 21 (2) of SEBI Listing Regulations	The Listed entity did not have a duly constituted Risk Management Committee for the period between 21 st December, 2024 to 31 st March 2025.						Vacancies in the Board of Directors is filled by Department of Financial Services, Government of India only and the Bank has no role in the appointment of Directors. Bank has taken up with the DFS, Government of India for appointment of Directors on the Board of the Bank.

Sr. No.	Particulars	Compliance (Yes/No/NA)	Status	Observations/ Remarks by PCS
1.	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	NOT APPLICABLE		The Secretarial Standards issued and notified by the Institute of Company Secretaries of India are applicable only to Companies registered under the Companies Act, 2013 as provided under Section 118 of the Companies Act, 2013 and since the Bank is not

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INDIAN OVERSEAS BANK



			incorporated under the Companies Act, 2013, therefore the Secretarial Standards are not applicable.
2.	<u>Adoption and timely updation of the Policies</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/guidelines issued by SEBI. 	<p>YES</p> <p>YES</p>	-
3.	<u>Maintenance and disclosures on Website</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	<p>YES</p> <p>YES</p> <p>YES</p>	-
4.	<u>Disqualification of Director</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	<p>YES</p>	-
5.	<u>Details related to Subsidiaries of listed entities</u> <ul style="list-style-type: none"> Identification of material subsidiary companies. Requirements with respect to disclosure of material as well as other subsidiaries. 	<p>NOT APPLICABLE</p> <p>YES</p>	<p>The Listed Entity does not have a Material Subsidiary Company</p> <p>-</p>
6.	<u>Preservation of Documents</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	<p>YES</p>	-
7.	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	<p>YES</p>	-
8.	<u>Related Party Transactions</u>	<p>YES</p>	

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	<ul style="list-style-type: none"> The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (or) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee. 	NOT APPLICABLE	Not Applicable during the year under review.
9.	<u>Disclosure of events or information</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10.	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	-
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NOT APPLICABLE	-
13.	<u>Additional non-compliances, if any</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	Kindly Refer to the table above

PLACE: CHENNAI
DATE : 29TH APRIL, 2026

For SRINIDHI SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



Srinidhi
CS SRINIDHI SRIDHARAN
FCS No. 12510
CP No. 17990
PR No. 6279/2024
UIN: S2017TN472300
UDIN: F012510H000232202

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INDIAN OVERSEAS BANK