

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **INDBANK MERCHANT BANKING SERVICES LIMITED**  
 2. Quarter ending - **31<sup>ST</sup> March, 2020**

**i. Composition Of Board Of Director**

T i t l e  ( M r . / M s )	Name of the Dir ect or	D I N	P A N	Cat eg ory (Ch air pers on / Exe cut iv e/ No n- Exe cut iv e/ Inde pend ent/ Nomi nee)	S u b C at eg ory	Ini tia l D ate of A pp oi nt me nt	Dat e of App oi nt me nt	Dat e of ces sati on	T e n ur e	D at e of Bir th	Wh eth er spe cial res olut ion pas sed ?	D at e of p a ss in g s p eci al res olut ion	N o. of Di rec tor s hip in lis ted ent itie s incl ud ing this lis ted ent ity	No of Inde pend ent Dire ctor ship in lis ted ent itie s incl ud ing this lis ted ent ity	No of me m bers hips in Au dit/ Sta keh older Com mit tee(s) incl ud ing this lis ted ent ity	No of po st of Ch air pers on in Au dit/ Sta keh older Com mit tee held in lis ted ent itie s incl ud ing this lis ted ent ity	Me m bers hip in Com mit tees of the Com pa ny	Rem arks
M r.	She noy Vis hw ana th Vitt	0 7 5 6 1 4 5	A D H P S 2 0	C & NED		11- Feb - 201 9	21- Sep- 2019			1 9- Mar - 1 9	NA		3	0	2	0		

	al	5	1 1 F						6 2									
M r.	G R S u n d a r a v a d i v e l	0 0 3 5 3 5 9 0	A K S S S 3 9 2 R	ID	20- No v- 201 3	21- Sep- 2019		7	2 2- A u g- 1 9 4 1	Yes	2 1- S e p - 2 0 1 9	2	2	2	2	1	AC,N RC	Mem ber of CSR Com mitte e.Me mber of CSR Com mitte e
M r s .	Chi tra Mu rali	0 6 7 5 1 1 0 5	A C S P C 8 2 9 7 R	ID	20- No v- 201 3	21- Sep- 2019		7	0 4- O c t - 1 9 6 3	NA		1	1	2	1	AC,SC ,NRC	Mem ber of CSR Com mitte e.Me mber of CSR Com mitte e	
M r.	P A Kri shn an	0 7 8 9 1 7 6 2	A F M P A 8 7 9 1 P	NED ,ND	27- Jul- 201 7	27- Jul- 2017			0 1- Ju l- 1 9 6 0	NA		2	0	4	0	AC,SC ,NRC	Mem ber of CSR Com mitte e.Me mber of CSR Com mitte e	
M r.	Ses ha Sai PL VK	0 8 1 9 2 8 9 2	A E M P P 8 7 8	ED, ND	06- Au g- 201 8	06- Aug- 2018			0 7- Ju l- 1 9 6 1	NA		2	0	2	0	SC		

			0 Q															
M r.	Vai jina th Ga var she tty	0 8 5 0 2 4 4 8 4 4	A B Q P G 4 4 4 9 2 F	ID		19- Jul- 201 9	21- Sep- 2019		7	1 8- Ju n- 1 9 5 8	NA		1	1	1	0	AC,N RC	Mem ber of CSR Com mitte e.Me mber of CSR Com mitte e

Company Remarks	Company has not appointed chairperson of the Board. Since, the field is not allowing us to file the CG, we have selected Shri Shenoy Vishwanath Vittal as chairperson of the Board. (He was the chairman of the Board Meeting held on 01.02.2020).
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	G R Sundaravadivel	ID	Chairperson	22-Mar-2014	
2	Chitra Murali	ID	Member	20-Nov-2013	
3	P A Krishnan	NED,ND	Member	27-Jul-2017	
4	Vaijinath Gavarshetty	ID	Member	19-Jul-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sesha Sai PLVK	ED,ND	Member	06-Aug-2018	
2	Chitra Murali	ID	Chairperson	09-Aug-2014	
3	P A Krishnan	NED,ND	Member	27-Jul-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	G R Sundaravadivel	ID	Member	09-Aug-2014	
2	P A Krishnan	NED,ND	Member	27-Jul-2017	
3	Vaijinath Gavarshetty	ID	Member	19-Jul-2019	
4	Chitra Murali	ID	Chairperson	07-Nov-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
07-Nov-2019	01-Feb-2020	Yes	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	85

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	07-Nov-2019	01-Feb-2020	Yes	4	3
Stakeholders Relationship Committee	11-Dec-2019	11-Mar-2020	Yes	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85

**v. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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## 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
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

<b>%affirmComments%</b>
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**Name** : **%affirmName%**  
**Designation** : **%affirmDesignation%**

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.indbankonline.com
Terms and conditions of appointment of	Yes		www.indbankonline.com
Composition of various committees of	Yes		www.indbankonline.com
Code of conduct of board of directors and	Yes		www.indbankonline.com
Details of establishment of vigil mechanism/	Yes		www.indbankonline.com
Criteria of making payments to non-	Not		
Policy on dealing with related party	Yes		www.indbankonline.com
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		www.indbankonline.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.indbankonline.com
Contact information of the designated	Yes		www.indbankonline.com
Financial results	Yes		www.indbankonline.com
Shareholding pattern	Yes		www.indbankonline.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.indbankonline.com
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Not		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.indbankonline.com
Materiality Policy as per Regulation 30	Yes		www.indbankonline.com
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		www.indbankonline.com
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Not Applicable	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Yes	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Declaration from Independent Director</i>	25(7)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(8) & (9)	Yes	
<i>Memberships in Committees</i>	25(10)	Not Applicable	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(1)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(3)	Yes	
	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

<b>Other Information</b>	
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**Name** : **Balamurugan V**  
**Designation** : **Company Secretary & Compliance Officer**