

११ अप्रैल २०२३

The Manager (Listing) BSE Ltd., 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001	The Manager (Listing) National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
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Dear Sir/Madam,

**Report on Corporate Governance as on March 31, 2023**

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith the quarterly compliance report on Corporate Governance as on March 31, 2023.

Kindly acknowledge receipt and take the above on record.

भवदीया,  
कृते आईडीबीआई बैंक लिमिटेड

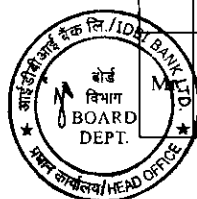
  
11/4/23  
[ज्योति नायर]  
कंपनी सचिव

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – **IDBI Bank Limited**

2. Quarter ending – **March 31, 2023**

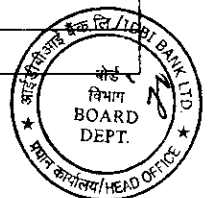
<b>I. Composition of Board of Directors</b>															
Title (Mr./Ms)	Name Of the Director	PAN	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term/cessation			Tenure (in months)	Date of Birth	Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing Special Resolution	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
					Initial Date of Appointment	Date of Re-Appointment	Date of cessation								
Mr.	T. N. Manoharan	ABGPM3423J	01186248	Non-Executive – Independent Director Part time Chairperson	24-02-2022	-	-	13	07-04-1956	NA	NA	3	3	2	2
Mr.	Rakesh Sharma	ADAPS7794J	06846594	Executive – MD & CEO	10-10-2018	19-03-2022	-	NA	02-07-1958	NA	NA	1	0	0	0
Mr.	Samuel Joseph Jebaraj	ABFPS1483H	02262530	Executive – DMD	20-09-2019	20-09-2022	-	NA	22-06-1968	NA	NA	1	0	2	0
Mr.	Suresh Kishinchand Khatanhar	ACMPK2712M	03022106	Executive- DMD	15-01-2020	15-01-2023	-	NA	25-08-1963	NA	NA	1	0	1	0
Mr.	Manoj Sahay	ACEPS3619K	08711612	Non- Executive – Nominee	28-04-2022	-	-	NA	15-09-1967	NA	NA	1	0	1	0
Mr.	Sushil Kumar Singh	BNJPS2231L	09584577	Non- Executive – Nominee	28-04-2022	-	-	NA	24-09-1977	NA	NA	1	0	0	0
Mr	Mukesh Kumar Gupta	ABVPG0792P	06638754	Non- Executive – Nominee	10-02-2022	-	-	NA	18-09-1961	NA	NA	3	1	1	0
Mr.	Raj Kumar	ABSPK2595F	06627311	Non- Executive – Nominee	19-05-2022	-	-	NA	03-01-1962	NA	NA	2	0	0	0



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 (in months)	Date of Birth	Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing Special Resolution	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
					Initial Date of Appointment	Date of Re-Appointment	Date of cessation								
Mr.	Gyan Prakash Joshi	ACPPJ6440A	00603925	Non-Executive – Independent Director	28-08-2015	28-08-2019	-	91	01-04-1955	NA	NA	1	1	1	0
Mr.	Bhuwanchandra B. Joshi	AADPJ3140M	06713850	Non-Executive – Independent Director	09-10-2017	09-10-2021	-	66	03-12-1956	NA	NA	1	1	0	0
Mr.	Samaresh Parida	AAAPP0051A	01853823	Non-Executive – Independent Director	19-05-2018	19-05-2022	-	58	01-09-1960	NA	NA	2	2	2	1
Mr.	N. Jambunathan	ACHPN9216G	05126421	Non-Executive – Independent Director	19-05-2018	19-05-2022	-	58	16-03-1955	NA	NA	1	1	1	0
Mr.	Deepak Singhal	ADQPS7554Q	08375146	Non-Executive – Independent Director	28-02-2019	28-02-2023	-	49	21-01-1959	NA	NA	1	1	0	0
Mr.	Sanjay Gokuldas Kallapur	ARIPK0801E	08377808	Non-Executive – Independent Director	05-03-2019	05-03-2023	-	49	08-08-1963	NA	NA	1	1	2	1
Mrs	P. V. Bharathi	AAKPB9557B	06519925	Non-Executive – Independent Director	14-01-2021	-	-	26	22-03-1960	NA	NA	1	1	3	0

**OTHER COMPLIANCES:**

Whether the Listed Entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD & CEO	No



## II. Composition of Committees

### i. Audit Committee

#### Whether regular chairperson appointed

Yes

Sr. No.	Name of the Director	Chairperson/ Membership	Category	Appointment Date	Cessation Date
1.	Samaresh Parida	Chairperson	Independent Director	20-May-2018	-
2.	Gyan Prakash Joshi	Member	Independent Director	30-Sep-2015	-
3.	Sanjay Gokuldas Kallapur	Member	Independent Director	19-Mar-2019	-
4.	P. V. Bharathi	Member	Independent Director	28-Jan-2021	-
5.	Mukesh Kumar Gupta	Member	Non-Executive Nominee Director	10-Feb-2022	-
6.	Manoj Sahay	Member	Non-Executive Nominee Director	02-May-2022	-

### ii. Stakeholders Relationship Committee

#### Whether regular chairperson appointed

Yes

Sr. No.	Name of the Director	Chairperson/ Membership	Category	Appointment Date	Cessation Date
1.	Sanjay Gokuldas Kallapur	Chairperson	Independent Director	28-Jan-2021	-
2.	Samuel Joseph Jebaraj	Member	Executive Director	20-Sep-2019	-
3.	Suresh Khatanhar	Member	Executive Director	15-Jan-2020	-
4.	N. Jambunathan	Member	Independent Director	20-May-2018	-

### iii. Risk Management Committee

#### Whether regular chairperson appointed

Yes

Sr. No.	Name of the Director	Chairperson/ Membership	Category	Appointment Date	Cessation Date
1.	P. V. Bharathi	Chairperson	Independent Director	28-Jan-2021	-
2.	Rakesh Sharma	Member	Executive Director	27-Oct-2018	-
3.	Samuel Joseph Jebaraj	Member	Executive Director	20-Sep-2019	-
4.	Suresh Khatanhar	Member	Executive Director	15-Jan-2020	-
5.	Sanjay Gokuldas Kallapur	Member	Independent Director	19-Mar-2019	-
6.	T. N. Manoharan	Member	Independent Director	09-Mar-2022	-
7.	Samaresh Parida	Member	Independent Director	02-May-2022	-

### iv. Nomination and Remuneration Committee

#### Whether regular chairperson appointed

Yes

Sr. No.	Name of the Director	Chairperson/ Membership	Category	Appointment Date	Cessation Date
1.	Gyan Prakash Joshi	Chairperson	Independent Director	25-Feb-2019	-
2.	Bhuwanchandra B. Joshi	Member	Independent Director	25-Feb-2019	-
3.	N. Jambunathan	Member	Independent Director	25-Feb-2019	-
4.	Deepak Singhal	Member	Independent Director	29-Sep-2021	-
5.	Mukesh Kumar Gupta	Member	Non-Executive Nominee Director	10-Feb-2022	-
6.	T. N. Manoharan	Member	Independent Director	17-Mar-2022	-
7.	Sushil Kumar Singh	Member	Non-Executive Nominee Director	02-May-2022	-



**v. Corporate Social Responsibility Committee**

**Whether regular chairperson appointed**

**Yes**

Sr. No.	Name of the Director	Chairperson/ Membership	Category	Appointment Date	Cessation Date
1.	Rakesh Sharma	Chairperson	Executive Director	19-Mar-2019	-
2.	Samuel Joseph Jebaraj	Member	Executive Director	20-Sep-2019	-
3.	Suresh Khatanhar	Member	Executive Director	15-Jan-2020	-
4.	Samaresh Parida	Member	Independent Director	26-Jun-2020	-
5.	P. V. Bharathi	Member	Independent Director	17-Mar-2022	-

**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	Meeting gap between previous quarters	Meeting gap between relevant quarters	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
21.10.2022	23.01.2023		25	Yes	14	08
30.11.2022	03.03.2023	39	38	Yes	14	08
28.12.2022	28.03.2023	27	24	Yes	13	08
<i>Maximum gap between any two consecutive meetings (in number of days)</i>			38days			

**IV. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting during of the committee in the current quarter	Maximum gap between any two consecutive meetings (in number of days)**	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Audit Committee	21.10.2022			Yes		
Audit Committee	29.11.2022			Yes		
Audit Committee	27.12.2022			Yes		
Audit Committee		23.01.2023		Yes	06	04
Audit Committee		02.03.2023		Yes	05	04
Audit Committee		27.03.2023		Yes	05	04
SRC	15.11.2022			Yes		
SRC		15.02.2023		Yes	04	02
RMC	13.12.2022			Yes		
RMC		14.03.2023		Yes	06	03
NRC	21.10.2022			Yes		
NRC	30.11.2022			Yes		
NRC		23.01.2023		Yes	06	06
NRC		03.03.2023		Yes	07	05
NRC		28.03.2023		Yes	06	05
CSRC	30.11.2022			Yes		
CSRC		15.02.2023		Yes	05	02

\* For relevant quarters only

\*\* Information mandatory only for Audit Committee



<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status(Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Remarks:</b> Nil	

<b>VI. Affirmations</b>	
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 : <b>Yes</b>
2.	The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015 <b>Yes</b> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Risk Management Committee(applicable to the top500 listed entities)</li> </ol>
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. <b>Yes</b>
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. <b>Yes</b>
5.	This report and / or the report submitted in the previous quarter has been placed before Board of Directors. <b>Yes, the report for quarter ended December 31, 2022 has been placed before Board of Directors at its meeting held on January 23, 2023.</b>
6.	Any comments/observations/advice of Board of Directors may be mentioned here

Place: Mumbai

Date: 11.04.2023



Jyothi Nair

Company Secretary



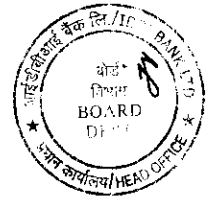
**ANNEXURE II**

**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>		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
<i>As per regulation 46(2) of the LODR:</i>		
a) Details of business	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
c) Composition of various committees of board of directors	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
i) Details of familiarization programs imparted to independent directors	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
j) email address for grievance redressal and other relevant details	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
l) Financial results	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
m) Shareholding pattern	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
n) Details of agreements entered into with the media companies and/or their associates	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
p) New name and the old name of the listed entity	N.A	
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>



r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
<b>As per other regulations of the LODR:</b>		<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.idbibank.in/secretarial-disclosures.aspx">https://www.idbibank.in/secretarial-disclosures.aspx</a>
It is certified that these contents on the website of the listed entity are correct.		





<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA



Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**III. Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

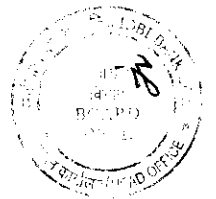
Place: Mumbai

Date: 11.04.2023



Jyothi Nair

Company Secretary



**Annexure-III**

Year ending- March 31, 2023

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.**

A. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	N.A	N.A
Promoter Group or any other entity controlled by them	N.A	N.A
Directors (including relatives) or any other entity controlled by them	N.A	N.A
KMPs or any other entity controlled by them	N.A	N.A

B. Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	N.A	N.A	N.A
Promoter Group or any other entity controlled by them	N.A	N.A	N.A
Directors (including relatives) or any other entity controlled by them	N.A	N.A	N.A
KMPs or any other entity controlled by them	N.A	N.A	N.A

C. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

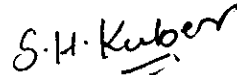
Entity	Type of security (cash, shares etc.)	Aggregate amount of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	N.A	N.A	N.A
Promoter Group or any other entity controlled by them	N.A	N.A	N.A
Directors (including relatives) or any other entity controlled by them	N.A	N.A	N.A
KMPs or any other entity controlled by them	N.A	N.A	N.A

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Place: Mumbai

Date: 11/4/2023

  
Smita Harish Kuber  
CFO

**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditionsIf the Listed Entity would like to provide any other information, the same may be indicated as Para D