

१८ जनवरी 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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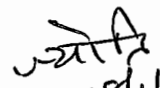
Dear Sir/Madam,

**Report on Corporate Governance as on December 31, 2022**

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 December 31, 2022.

Kindly acknowledge receipt and take the above on record.

भवदीया,  
कृते आईडीबीआई बैंक लिमिटेड

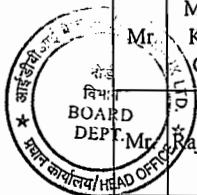
  
18/1/23  
[ज्योति नायर]  
कंपनी सचिव

## CORPORATE GOVERNANCE REPORT

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

2. Quarter ending – **December 31, 2022**

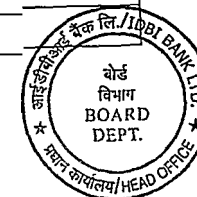
I. Composition of Board of Directors															
Title (Mr./Ms)	Name Of the Director	PAN	DIN	Category (Chairperson / Executive / Non- Executive / independent /Nominee)	Date of Appointment in the current term/cessation			Tenure (in months)	Date of Birth	Whether Special Resolution passed? [Refer Reg. 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 Appointme nt	Date of Re- Appointme nt	Date of cessation								
Mr.	T. N. Manoharan		01186248	Non- Executive – Independent Director Part time Chairperson	24-02-2022	-	-	10	07-04- 1956	NA	NA	3	3	2	2
Mr.	Rakesh Sharma		06846594	Executive – MD & CEO	10-10-2018	19-03-2022	-	NA	02-07- 1958	NA	NA	1	0	0	0
Mr.	Samuel Joseph Jebaraj		02262530	Executive – DMD	20-09-2019	20-09-2022	-	NA	22-06- 1968	NA	NA	1	0	2	0
Mr.	Suresh Kishinchand Khatanhar		03022106	Executive- DMD	15-01-2020	-	-	NA	25-08- 1963	NA	NA	1	0	1	0
Mr.	Manoj Sahay		08711612	Non- Executive – Nominee	28-04-2022	-	-	NA	15-09- 1967	NA	NA	1	0	1	0
Mr.	Sushil Kumar Singh		09584577	Non- Executive – Nominee	28-04-2022	-	-	NA	24-09- 1977	NA	NA	1	0	0	0
Mr.	Mukesh Kumar Gupta		06638754	Non- Executive – Nominee	10-02-2022	-	-	NA	18-09- 1961	NA	NA	2	0	1	0
Mr.	Raj Kumar		06627311	Non- Executive – Nominee	19-05-2022	-	-	NA	03-01- 1962	NA	NA	3	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	██████████	00603925	Non-Executive – Independent Director	28-08-2015	28-08-2019	-	88	01-04-1955	NA	NA	1	1	1	0
Mr.	Bhuwanchandra B. Joshi	██████████	06713850	Non-Executive – Independent Director	09-10-2017	09-10-2021	-	63	03-12-1956	NA	NA	1	1	0	0
Mr.	Samaresh Parida	██████████	01853823	Non-Executive – Independent Director	19-05-2018	19-05-2022	-	55	01-09-1960	NA	NA	2	2	2	1
Mr.	N. Jambunathan	██████████	05126421	Non-Executive – Independent Director	19-05-2018	19-05-2022	-	55	16-03-1955	NA	NA	1	1	1	0
Mr.	Deepak Singhal	██████████	08375146	Non-Executive – Independent Director	28-02-2019	-	-	46	21-01-1959	NA	NA	1	1	0	0
Mr.	Sanjay Gokuldas Kallapur	██████████	08377808	Non-Executive – Independent Director	05-03-2019	-	-	46	08-08-1963	NA	NA	1	1	2	1
Mrs	P. V. Bharathi	██████████	06519925	Non-Executive – Independent Director	14-01-2021	-	-	23	22-03-1960	NA	NA	1	1	2	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

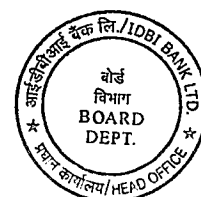
Sr. No.	Name of the Director	Chairperson/ Membership	Category	Appointment Date	Cessation Date
1.	P. V. Bharathi	Chairperson	Independent Director	28-Jan-2021	-
2.	Rakesh Sharma	Member	Executive Director	27-Oct-2018	-
3.	Samuel Joseph Jebaraj	Member	Executive Director	20-Sep-2019	-
4.	Suresh Khatanhar	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*
21.07.2022	21.10.2022		22	Yes	12	8
26.08.2022	30.11.2022	35	39	Yes	13	8
28.09.2022	28.12.2022	32	27	Yes	14	8
Maximum gap between any two consecutive meetings (in number of days)			39 days			

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 (in number of days)**	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Audit Committee	21.07.2022			Yes		
Audit Committee	25.08.2022		34	Yes		
Audit Committee	27.09.2022		32	Yes		
Audit Committee		21.10.2022	23	Yes	05	04
Audit Committee		29.11.2022	38	Yes	05	04
Audit Committee		27.12.2022	27	Yes	06	04
SRC	12.08.2022			Yes		
SRC		15.11.2022	94	Yes	04	02
RMC	14.09.2022			Yes		
RMC		13.12.2022	89	Yes	07	04
NRC	12.08.2022			Yes		
NRC		21.10.2022	69	Yes	06	05
NRC		30.11.2022	39	Yes	07	05
CSRC	26.05.2022			Yes		
CSRC		30.11.2022	187	Yes	05	02

\* For relevant quarters only

\*\*Information mandatory only for Audit Committee



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status(Yes/No/NA) refer note below</b>
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 : Yes
2.	The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015 Yes <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk Management Committee(applicable to the top500 listed entities)</li> </ul>
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.	This report and / or the report submitted in the previous quarter has been placed before Board of Directors. Yes, the report for year ended September 30, 2022 was placed before Board of Directors at its meeting held on November 30, 2022.
6.	Any comments/observations/advice of Board of Directors may be mentioned here
<div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div> <p><b>Place:</b> Mumbai</p> <p><b>Date:</b> 18.01.2023</p> </div> <div style="text-align: right;">   <b>Jyothi Nair</b>  <b>Company Secretary</b> </div> </div>	