



CIN: L65190MH2004GOI148838

आईडीबीआई बैंक लिमिटेड  
पंजीकृत कार्यालय : आईडीबीआई टॉवर,  
डब्ल्यूटीसी कॉम्प्लेक्स, कफ परेड,  
मुंबई - 400 005.  
टेलिफोन : (+91 22) 6655 3355, 2218 9111  
फैक्स : (+91 22) 2218 0411  
वेबसाइट : www.idbi.com

IDBI Bank Limited  
Regd. Office : IDBI Tower,  
WTC Complex, Cuffe Parade,  
Mumbai - 400 005.  
TEL.: (+91 22) 6655 3355, 2218 9111  
FAX : (+91 22) 2218 0411  
Website : www.idbi.com

१८ अप्रैल २०२२

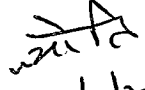
The Manager (Listing) BSE Ltd., 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001	The Manager (Listing) National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
---	---

Dear Sir/Madam,

**Report on Corporate Governance as on March 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 March 31, 2022.

Kindly acknowledge receipt and take the above on record.

भवदीया,  
कृते आईडीबीआई बैंक लिमिटेड  
  
18/4/2022  
[ज्योति नायर]  
कंपनी सचिव

# CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – IDBI Bank Limited

2. Quarter ending – March 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.	M. R. Kumar		03628755	Non- Executive- Nominee- Chairperson related to Promoter	13-05-2019	-	-	NA	13-06- 1961	NA	NA	3	0	0	0
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	-	-	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
Ms.	Meera Swarup		07459492	Non- Executive – Nominee	20-08-2019	-	10-03-2022	NA	15-02- 1962	NA	NA	0	0	0	0
Mr.	Anshuman Sharma		07555065	Non- Executive – Nominee	11-06-2020	-	-	NA	21-01- 1979	NA	NA	1	0	0	0
Mr.	Rajesh Kandwal		02509203	Non- Executive – Nominee	21-01-2019	-	02-02-2022	NA	20-07- 1959	NA	NA	0	0	0	0
Mr.	Mukesh Kumar Gupta		06638754	Non- Executive – Nominee	10-02-2022	-	-	NA	18-09- 1961	NA	NA	2	0	1	0



Title (Mr/ Ms)	Name of the Direct or	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- Appointmen t	Date of cessation								
Mr.	Gyan Prakash Joshi		00603925	Non- Executive – Independent Director	28-08-2015	28-08-2019	-	79	01-04- 1955	NA	NA	1	1	1	0
Mr.	Bhuwanch andra B. Joshi		06713850	Non- Executive – Independent Director	09-10-2017	09-10-2021	-	54	03-12- 1956	NA	NA	1	1	0	0
Mr.	Samaresh Parida		01853823	Non- Executive – Independent Director	19-05-2018	-	-	46	01-09- 1960	NA	NA	1	1	1	1
Mr.	N. Jambunath an		05126421	Non- Executive – Independent Director	19-05-2018	-	-	46	16-03- 1955	NA	NA	1	1	1	0
Mr.	Deepak Singhal		08375146	Non- Executive – Independent Director	28-02-2019	-	-	37	21-01- 1959	NA	NA	1	1	0	0
Mr.	Sanjay Gokuldas Kallapur		08377808	Non- Executive – Independent Director	05-03-2019	-	-	37	08-08- 1963	NA	NA	1	1	2	1
Mrs	P. V. Bharathi		06519925	Non- Executive – Independent Director	14-01-2021	-	-	14	22-03- 1960	NA	NA	1	1	2	0
Mr.	T. N. Manohara n		01186248	Non- Executive – Additional Director	24-02-2022	-	-	01	07-04- 1956	NA	NA	3	3	2	2

#### 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.	Rajesh Kandwal	Member	Non-Executive Nominee Director	28-Jan-2021	02-Feb-2022
5.	P. V. Bharathi	Member	Independent Director	28-Jan-2021	-
6.	Meera Swarup	Member	Non-Executive Nominee Director	29-Sep-2021	10-Mar-2022
7.	Mukesh Kumar Gupta	Member	Non-Executive Nominee Director	10-Feb-2022	-
8.	Anshuman Sharma	Member	Non-Executive Nominee Director	17-Mar-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.	Bhuwanchandra B. Joshi	Member	Independent Director	31-Jan-2018	09-Mar-2022
6.	Sanjay Gokuldas Kallapur	Member	Independent Director	19-Mar-2019	-
7.	T. N. Manoharan	Member	Additional Director	09-Mar-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.	Rajesh Kandwal	Member	Non-Executive Nominee Director	25-Feb-2019	02-Feb-2022
3.	Bhuwanchandra B. Joshi	Member	Independent Director	25-Feb-2019	-
4.	N. Jambunathan	Member	Independent Director	25-Feb-2019	-
5.	Anshuman Sharma	Member	Non-Executive Nominee Director	26-Jun-2020	-
6.	Deepak Singhal	Member	Independent Director	29-Sep-2021	-
7.	Mukesh Kumar Gupta	Member	Non-Executive Nominee Director	10-Feb-2022	-
8.	T. N. Manoharan	Member	Additional Director	17-Mar-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	Chairman	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	28-Jan-2021	09-Mar-2022
6.	T. N. Manoharan	Member	Additional Director	09-Mar-2022	17-Mar-2022
7.	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-Oct-2021	21-Jan-2022		23	Yes	13	7
26-Nov-2021	24-Feb-2022	35	33	Yes	13	7
28-Dec-2021	29-Mar-2022	31	32	Yes	13	7
	30-Mar-2022		00	Yes	12	7
Maximum gap between any two consecutive meetings (in number of days)			34days			

**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*	No. of Independent Directors attending the meeting*	Meeting gap between previous quarters	Meeting gap between relevant quarter
Audit Committee	21-Oct-2021	21-Jan-2022	Yes	5	4		24
Audit Committee	25-Nov-2021	23-Feb-2022	Yes	5	4	34	32
Audit Committee	27-Dec-2021	28-Mar-2022	Yes	5	4	31	32
Maximum gap between any two consecutive meetings (in number of days)			32days				

\* For relevant quarters only

**V. Related Party Transactions**

Subject	Compliance status(Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
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	Yes
Remarks: Whenever material RPT takes place, the compliance required will be made.	



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements), 2015 : **Yes**
2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015 **Yes** .
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee(applicable to the top500 listed entities)
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 quarter ended December 31, 2021 has been placed before Board of Directors at its meeting held on January 21, 2022.**
6. Any comments/observations/advice of Board of Directors may be mentioned here

Place: Mumbai

Date: 18.04.2022

  
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>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	www.idbibank.in
b) Terms and conditions of appointment of independent directors	Yes	www.idbibank.in
c) Composition of various committees of board of directors	Yes	www.idbibank.in
d) Code of conduct of board of directors and senior management personnel	Yes	www.idbibank.in
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.idbibank.in
f) Criteria of making payments to non-executive directors	Yes	www.idbibank.in
g) Policy on dealing with related party transactions	Yes	www.idbibank.in
h) Policy for determining 'material' subsidiaries	Yes	www.idbibank.in
i) Details of familiarization programs imparted to independent directors	Yes	www.idbibank.in
j) email address for grievance redressal and other relevant details	Yes	www.idbibank.in
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.idbibank.in
l) Financial results	Yes	www.idbibank.in
m) Shareholding pattern	Yes	www.idbibank.in
n) Details of agreements entered into with the media companies and/or their associates	Yes	www.idbibank.in
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	www.idbibank.in
p) New name and the old name of the listed entity	N.A	
q) Advertisements as per regulation 47 (1)	Yes	www.idbibank.in
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.idbibank.in
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.idbibank.in
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.idbibank.in
b) Materiality Policy as per Regulation 30	Yes	www.idbibank.in
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.idbibank.in
It is certified that these contents on the website of the listed entity are correct.		



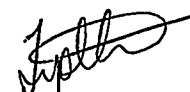
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct 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: 18.04.2022



Jyothi Nair

Company Secretary





II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	NA
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



Year ending- March 31, 2022

**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:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
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:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
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: 18.04.2022

  
Sitaram Pothukuchi  
CFO

## Note

- 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;
    - by a government company to/ for the Government or government company
    - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
    - by a banking company or an insurance company ; and
    - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D