



CIN: L65190MH2004GOI148838

आईडीबीआई बैंक लिमिटेड  
पंजीकृत कार्यालय : आईडीबीआई टॉवर,  
डब्ल्यूटीसी कॉम्प्लेक्स, कफ परेड,  
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IDBI Bank Limited  
Regd. Office : IDBI Tower,  
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08 जनवरी 2024

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, 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 December 31, 2023.

Kindly acknowledge receipt and take the above on record.

भवदीया,  
कृते आईडीबीआई बैंक लिमिटेड

  
[ज्योति नायर]  
कंपनी सचिव

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – IDBI Bank Limited

2. Quarter ending – December 31, 2023

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 Appointment	Date of Re-Appointment	Date of cessation								
Mr.	T. N. Manoharan	██████████	01186248	Non-Executive – Independent Director Part time Chairperson	24-02-2022	-	-	22.19	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.	Suresh Kishinchand Khatanhar	██████████	03022106	Executive-DMD	15-01-2020	15-01-2023	-	NA	25-08-1963	NA	NA	1	0	1	0
Mr.	Jayakumar S. Pillai	██████████	10041362	Executive-DMD	12-06-2023	-	-	NA	31-05-1965	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	3	1	2	0
Mr.	Raj Kumar	██████████	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.	Bhuwanchandra B. Joshi		06713850	Non-Executive – Independent Director	09-10-2017	09-10-2021	-	74.76	03-12-1956	NA	NA	1	1	0	0
Mr.	Samaresh Parida		01853823	Non-Executive – Independent Director	19-05-2018	19-05-2022	-	67.46	01-09-1960	NA	NA	2	2	2	1
Mr.	N. Jambunathan		05126421	Non-Executive – Independent Director	19-05-2018	19-05-2022	-	67.46	16-03-1955	NA	NA	1	1	1	0
Mr.	Deepak Singhal		08375146	Non-Executive – Independent Director	28-02-2019	28-02-2023	-	58.09	21-01-1959	NA	NA	1	1	0	0
Mr.	Sanjay Gokuldas Kallapur		08377808	Non-Executive – Independent Director	05-03-2019	05-03-2023	-	57.93	08-08-1963	NA	NA	1	1	2	1
Mrs	P. V. Bharathi		06519925	Non-Executive – Independent Director	14-01-2021	-	-	35.54	22-03-1960	NA	NA	2	2	3	0
Mr.	Ajay Prakash Sawhney		03359323	Non-Executive Independent Director	28-08-2023	-	-	04.11	04-02-1962	NA	NA	1	1	1	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.	Sanjay Gokuldas Kallapur	Member	Independent Director	19-Mar-2019	-
3.	P. V. Bharathi	Member	Independent Director	28-Jan-2021	-
4.	Mukesh Kumar Gupta	Member	Non-Executive Nominee Director	10-Feb-2022	-
5.	Manoj Sahay	Member	Non-Executive Nominee Director	02-May-2022	-
6.	Ajay Prakash Sawhney	Member	Independent Director	28-08-2023	-

### 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.	Suresh Khatanhar	Member	Executive Director	15-Jan-2020	-
3.	N. Jambunathan	Member	Independent Director	20-May-2018	-
4.	Jayakumar S. Pillai	Member	Executive Director	12-Jun-2023	-

### 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.	Suresh Khatanhar	Member	Executive Director	15-Jan-2020	-
4.	Sanjay Gokuldas Kallapur	Member	Independent Director	19-Mar-2019	-
5.	T. N. Manoharan	Member	Independent Director	09-Mar-2022	-
6.	Samaresh Parida	Member	Independent Director	02-May-2022	-
7.	Jayakumar S. Pillai	Member	Executive Director	12-Jun-2023	-

### iv. Nomination and Remuneration Committee

#### Whether regular chairperson appointed

Yes

Sr. No.	Name of the Director	Chairperson/ Membership	Category	Appointment Date	Cessation Date
1.	Deepak Singhal	Chairperson	Independent Director	29-Sep-2021	-
2.	Bhuwanchandra B. Joshi	Member	Independent Director	25-Feb-2019	-
3.	N. Jambunathan	Member	Independent Director	25-Feb-2019	-
4.	Mukesh Kumar Gupta	Member	Non-Executive Nominee Director	10-Feb-2022	-
5.	T. N. Manoharan	Member	Independent Director	17-Mar-2022	-
6.	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.	Suresh Khatanhar	Member	Executive Director	15-Jan-2020	-
3.	Samaresh Parida	Member	Independent Director	26-Jun-2020	-
4.	P. V. Bharathi	Member	Independent Director	17-Mar-2022	-
5.	Jayakumar S. Pillai	Member	Executive Director	12-Jun-2023	-

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*
24.07.2023	21.10.2023		20	Yes	15	08
19.08.2023	04.11.2023	31	13	Yes	14	08
30.09.2023	30.11.2023	22	25	Yes	13	08
	28.12.2023		27	Yes	15	08
<i>Maximum gap between any two consecutive meetings (in number of days)</i>			27days			

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee during the previous quarter	Date(s) of meeting of the committee during 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	24.07.2023			Yes		
Audit Committee	18.08.2023			Yes		
Audit Committee	29.09.2023			Yes		
Audit Committee		21.10.2023	21	Yes	06	04
Audit Committee		29.11.2023	38	Yes	05	04
Audit Committee		27.12.2023	27	Yes	05	04
SRC	19.08.2023			Yes		
SRC		15.11.2023	87	Yes	04	02
RMC	29.08.2023			Yes		
RMC		18.12.2023	110	Yes	07	04
NRC	18.08.2023			Yes		
NRC		30.11.2023	103	Yes	05	04
NRC		26.12.2023	25	Yes	05	03
CSRC	18.08.2023			Yes		

\* 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)refer note below</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 year ended September 30, 2023 was placed before Board of Directors at its meeting held on October 21, 2023.</b>
6.	Any comments/observations/advice of Board of Directors may be mentioned here

**Place: Mumbai**

**Date: 08.01.2024**



*Jyothi Nair*

**Jyothi Nair**  
**Company Secretary**

Annexure

Details of cyber security incidents or breaches or loss of data or documents

<u>Details of Cyber Security Incidences</u>	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data of documents during the quarter	NO
<u>Date of Event</u>	<u>Brief Details of the event</u>
NA	NA

