



CIN: L65190MH2004GO1148838

आईडीबीआई बैंक लिमिटेड

पंजीकृत कार्यालय : आईडीबीआई टॉवर,

डब्ल्यूटीसी कॉम्प्लेक्स, कफ परेड,

मुंबई - 400 005.

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वेबसाइट : www.idbibank.in

IDBI Bank Limited

Regd. Office : IDBI Tower,

WTC Complex, Cuffe Parade,

Mumbai - 400 005.

TEL.: (+91 22) 6655 3355

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Website : www.idbibank.in

१९ अप्रैल २०२४

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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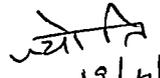
Dear Sir/Madam,

Report on Corporate Governance as on March 31, 2024

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, 2024.

Kindly acknowledge receipt and take the above on record.

भवदीया,
कृते आईडीबीआई बैंक लिमिटेड


19/4/24

[ज्योति नायर]
कंपनी सचिव

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – IDBI Bank Limited

2. Quarter ending – March 31, 2024

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	-	-	25.18	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	14-01-2024	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	2	0	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	-	77.75	03-12-1956	NA	NA	1	1	0	0
Mr.	Samaresh Parida		01853823	Non-Executive – Independent Director	19-05-2018	19-05-2022	-	70.45	01-09-1960	NA	NA	2	2	2	1
Mr.	N. Jambunathan		05126421	Non-Executive – Independent Director	19-05-2018	19-05-2022	-	70.45	16-03-1955	NA	NA	1	1	1	0
Mr.	Deepak Singhal		08375146	Non-Executive – Independent Director	28-02-2019	28-02-2023	-	61.08	21-01-1959	NA	NA	1	1	1	1
Mr.	Sanjay Gokuldas Kallapur		08377808	Non-Executive – Independent Director	05-03-2019	05-03-2023	-	60.92	08-08-1963	NA	NA	1	1	2	1
Mrs	P. V. Bharathi		06519925	Non-Executive – Independent Director	14-01-2021	-	-	38.86	22-03-1960	NA	NA	2	2	3	0
Mr.	Ajay Prakash Sawhney		03359323	Non-Executive Independent Director	28-08-2023	-	-	07.10	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	14-Jan-2024
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	14-Jan-2024
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	-
7.	P. V. Bharathi	Member	Independent Director	20-Jan-2024	-



v. **CSR & ESG 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	14-Jan-2024
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*
21.10.2023	20.01.2024		22	Yes	13	8
04.11.2023	28.02.2024	13	38	Yes	11	8
30.11.2023	28.03.2024	25	28	Yes	13	8
28.12.2023		27				
Maximum gap between any two consecutive meetings (in number of days)			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	21.10.2023			Yes		
Audit Committee	29.11.2023			Yes		
Audit Committee	27.12.2023			Yes		
Audit Committee		20.01.2024	23	Yes	06	04
Audit Committee		22.02.2024	32	Yes	06	04
Audit Committee		27.02.2024	04	Yes	05	04
Audit Committee		26.03.2024	27	Yes	05	04
Audit Committee		27.03.2024	00	Yes	05	04
SRC	15.11.2023			Yes		
SRC		13.02.2024	89	Yes	03	02
RMC	18.12.2023			Yes		
RMC		14.03.2024	86	Yes	06	04
RMC		15.03.2024	00	Yes	06	04
NRC	30.11.2023			Yes		
NRC	26.12.2023			Yes		
NRC		28.02.2024	63	Yes	05	05
CSRC		27.02.2024		Yes	04	02

* For relevant quarters only

**Information mandatory only for Audit Committee



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

Related Party Transactions	
<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
Remarks: Nil	



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 **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, 2023 has been placed before Board of Directors at its meeting held on March 28, 2024.**
6. Any comments/observations/advice of Board of Directors may be mentioned here

Place: Mumbai

Date: 18.04.24




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)**

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.idbibank.in/idbi-bank-about-us.aspx
b) Terms and conditions of appointment of independent directors	Yes	https://www.idbibank.in/pdf/Letters-of-appointment-of-Independent-Director.pdf
c) Composition of various committees of board of directors	Yes	https://www.idbibank.in/pdf/Composition-of-Board-and-Committees-of-the-Board.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.idbibank.in/idbi-bank-general-code-of-conduct-ethics.aspx
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.idbibank.in/pdf/Policy-on-Vigil-Mechanism-.pdf
f) Criteria of making payments to non-executive directors	Yes	https://www.idbibank.in/pdf/Compensation_Policy.pdf
g) Policy on dealing with related party transactions	Yes	https://www.idbibank.in/pdf/Policy-on-Related-Party-Transactions.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://www.idbibank.in/pdf/Policy-for-determining-material-subsidiaries.pdf
i) Details of familiarization programs imparted to independent directors	Yes	https://www.idbibank.in/pdf/Familiarisation-Programme-for-Independent-Directors.pdf
j) email address for grievance redressal and other relevant details	Yes	https://www.idbibank.in/idbi-bank-investor.aspx
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.idbibank.in/idbi-bank-officials-for-shareholder-grievances.aspx
l) Financial results	Yes	https://apps.idbibank.in/idbiapp/idbi-bank-financial-result.aspx
m) Shareholding pattern	Yes	https://www.idbibank.in/shareholding-pattern.aspx
n) Details of agreements entered into with the media companies and/or their associates	Yes	https://www.idbibank.in/pdf/investor/Disclosure-under-46.pdf



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	NA	There was no Analyst/ institutional investor meet held during FY 2023-24 and hence not applicable.
p) Audio or video recordings and transcripts of post earnings/quarterly calls	NA	There was no Analyst/ institutional investor meet held during FY 2023-24 and hence not applicable.
q) New name and the old name of the listed entity	N.A	-
r) Advertisements as per regulation 47 (1)	Yes	https://www.idbibank.in/advertisements-in-newspaper.aspx
s) Credit rating or revision in credit rating obtained	Yes	https://www.idbibank.in/credit-rating.aspx
t) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.idbibank.in/idbi-bank-annual-reports-of-subsidiary-companies.aspx
u) Secretarial Compliance Report	Yes	https://www.idbibank.in/annual-secretarial-compliance-report.aspx
v) Materiality Policy as per Regulation 30	Yes	https://www.idbibank.in/pdf/Policy-on-Disclosure-of-Price-Sensitive-Information.pdf
w) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.idbibank.in/pdf/SE_Contact_details_KMP.pdf
x) Disclosures under regulation 30(8)	Yes	https://www.idbibank.in/disclosure-under-regulation-30.aspx
y) Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	https://www.idbibank.in/tatement-of-deviation-variation.aspx
z) Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.idbibank.in/pdf/dividend-distributionpolicy.pdf
aa) Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.idbibank.in/Annual-Return.aspx
bb) Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.idbibank.in/secretarial-disclosures.aspx
cc) Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.idbibank.in/secretarial-disclosures.aspx



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(1C), 17(1D) & 17(1E)	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
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	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
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	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
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	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
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
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
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA

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: 18.04.24



Jyothi Nair
Jyothi Nair

Company Secretary

Annexure-III

Year ending- March 31, 2024

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: 18/4/2024


Smita Harish Kuber
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