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1. Is it important to connect with Directors between meetings? If so, how do you do it?

Yes, it is important for a Company Secretary to connect with directors between meetings for the following reasons :

- **Timely Communication:** Keeping directors informed of any significant developments, compliance issues, or regulatory changes so as to help them stay updated.
- **Decision-Making Support:** Directors may need information or clarification on certain matters to make informed decisions.
- **Maintaining Compliance:** Regular communication ensures that the Board adheres to regulatory requirements and corporate governance norms.
- **Building Relationships:** Regular interaction helps build a good rapport with the Board members, fostering better communication and trust.
- **By maintaining regular and clear communication, the Secretary ensures that the directors are always in the loop, which helps in smoother governance and decision-making processes.**

2. How does your company ensure engagement with stakeholders?

IDBI Bank ensures engagement with the Stakeholders through a variety of Strategies such as :

- **Regular Communication and Transparent Reporting:** The Bank discloses all the material information relating to the Bank to the Stock Exchanges. Further, the same is also updated on the website of the Bank;
- **Sustainability and CSR Initiatives:** Engaging Stakeholders through community projects, environmental efforts and social responsibility programs to help align the Banks' actions with Stakeholder values;

- Digital Engagement Tools: Using Social media and online forums helps reach a broader audience and facilitates real-time interactions. For eg. The bank updates the latest news and product releases on the twitter, instagram, facebook, etc.
- Conflict/Grievance redressal: Establishing clear processes for addressing concerns helps maintain positive relationships with the Stakeholders. The Bank has in place an efficient Customer Care Dept. dealing exclusively in solving the Stakeholder grievances and providing satisfactory solutions.
- Employees: An exclusive training programme 'Aarohan' was conducted during FY 2023-24 where the Top Management covered all zones and connected with all the employees. The Bank has also launched i-CARE, an employee mental well-being assistance programme, by engaging services of trained counsellors through external vendor. Employees can seek assistance on personal and work-related problems that may impact their job performance, health and general well-being. Bank has also put in place i-Hridayo online Grievance redressal system for its employees.
- Vendors: The Bank communicates with its vendors through emails, in-person meetings, virtual meetings and website. Bank conducts due diligence during onboarding of the vendors and continuously assess their service quality through periodic assessments and how well they align with Bank's business goals.

3. What do you do to ensure that tabled items are minimum?

The Secretarial Team provides the dates of the meetings to the concerned departments well in advance so that the agendas for the meeting can be decided accordingly and papers are provided within the timelines for uploading on the online meeting portal of the Bank.

Items are prioritized on the basis of approval, review and reporting. All the Policies are routed through respective committees and detailed discussions take place at the delegated committees (i.e Audit, Risk, HR, NRC, IT committees etc.) and the same are summarized at Board Meetings reducing volume of discussions. Departments are encouraged to present concise presentation and focused discussions.

Further, as the Bank has monthly Board Meetings, tabled items are very rare and only those items which are required to be placed due to any regulatory requirement are encouraged to be tabled.

Implementing these practices has helped IDBI Bank manage the meeting agendas more efficiently, ensuring that only essential items are tabled for discussions.

4. What steps have you taken to ensure effective corporate governance practices within your company?

To ensure effective Corporate Governance practices within the Bank, it is crucial to maintain transparency, accountability and compliance with Regulatory standards. Some of the steps undertaken by the Bank are :

- The Bank has a balanced mix of independent, non-executive and whole time directors with varied skills and expertise as per the RBI guidelines & the provisions of Companies Act, 2013;
- Regular Board and Committee Meetings are conducted to review strategic, operational and financial matters;
- Setting clear, focused agendas that prioritize strategic issues, key risk areas while ensuring robust compliance culture;
- Agenda and notes to agenda are circulated well in advance to Directors;
- Bank has formed various Board Level Committees covering key areas like Risk, Audit, CSR & ESG, HR, Nomination & Remuneration, IT, Recovery, etc with clear charters i.e Terms of Reference. The Committees deliberate extensively on the agenda items and recommends to Board their view which in turn helps the Board to take expeditious and apt decision;
- Bank ensures timely Compliance with the provisions of Companies Act, 2013, SEBI (LODR) Regulations, 2015, guidelines issued by the Reserve Bank of India and other applicable laws;
- Disclosing to the Stock Exchanges UPSI as per the timelines mentioned in the Regulations and filing the Forms with MCA within the due date. The Bank also updates its website timely to keep the stakeholders informed;
- Bank has a dedicated Internal Audit Department that follows strong audit processes to regularly review and assess the effectiveness of Governance, Risk management and Control systems.
- Bank has a well laid Code of Conduct for Directors, Senior Management and other Employees emphasizing integrity, transparency and accountability;
- Bank conducts regular evaluation of the Board and individual directors to assess their performance and identify areas for improvement and has in place succession planning for key management and board positions;
- Bank regularly reviews and updates governance policies and procedures to reflect evolving regulatory requirements, best practices and strategic priorities including publishing reports w.r.t. Legal updates, tax updates, banking updates for overall development of its employees.

5. What are the ways to create a balanced and effective collaboration with senior management and Board members?

To create a balance and effective collaboration with senior management and Board members involves clear communication, mutual respect, strategic alignment and focus on building trust. Some key ways the Bank foster this collaboration are:

- Bank ensures that both groups understand each other's responsibilities, limitations, and expectations;
- Secretarial Department schedules regular meetings of Directors with Senior Management whenever requested by the Directors to ensure alignment on key issues;
- Bank has clear accountability mechanisms for both management and the Board. It uses performance metrics and key performance indicators (KPIs) to assess the effectiveness of strategies and actions;
- Bank utilizes the specific expertise of board members, especially those with experience in banking, finance, or risk management to provide strategic insights without Board overstepping on operational boundaries;
- Both senior management and the board prioritizes value creation for stakeholders, including shareholders, customers, and employees;
- Bank ensures that board members have access to accurate and timely information to make informed decisions;
- Bank provides training for both board members and senior management on governance best practices, risk management and emerging industry trends to encourage continuous learning and development to stay ahead in a dynamic banking environment;
- Bank has implemented digital tools and platforms to facilitate communication, document sharing, and meeting management by using data analytics and business intelligence tools to provide insights that can aid decision-making for both senior management and board members.

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