

संदर्भ/Ref: TAG/RES/NSE/2023-24/191

दिनांक/Date: April 20, 2023

The Vice President,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051

**Sub: Submission of Quarterly Compliance Report on Corporate Governance for the quarter ended March 31, 2023**

Dear Sir/Madam,

May we refer to Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. In this regard, we are enclosing herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended March 31, 2023.

This is for your kind information and record.

**For Export Import Bank of India**

भवदीय / Yours faithfully,

(सिद्धी केळुसकर/ Siddhi Keluskar)  
**अनुपालन अधिकारी/ Compliance Officer**

Enclosure:

Annexure I – Corporate Governance Report for the quarter ended March 31, 2023.

**Quarterly Compliance Report on Corporate Governance**

1. Name of Listed Entity: Export-Import Bank of India
2. Quarter ending: March 31, 2023

I. Composition of Board of Directors												
Title (Mr. / Mrs. Ms. / Shri / Smt)	Name of the Director	PAN <sup>§</sup> and DIN	Category &	Initial Date of Appointmen t	Date of Re- appoi nt ment	Date of Cessation	Tenure *	Date of Birth	No. of directors hip in listed entities including this listed entity  <i>[in reference to Regulatio n 17A(1)]</i>	No of Independent Directorship in listed entities including this listed entity  <i>[in reference to proviso to regulation 17A(1)]</i>	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  <i>(Refer Regulation26(1) of Listing Regulations)</i>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  <i>(Refer Regulation26(1) of Listing Regulations)</i>
Ms.	Harsha Bangari	01807838	Executive	08.09.2021	-	07.09.2024	-	20.02.1970	1	0	0	0
Shri.	N. Ramesh	03266520	Executive	23.11.2020	-	22.11.2023	-	01.06.1977	1	0	1	0
Shri.	Dammu Ravi	-	GOI Nominee / Non- Executive	20.09.2021	-	Until further orders	-	19.08.1965	1	0	0	0
Mrs.	Rupa Dutta	-	GOI Nominee / Non- Executive	12.10.2021	-	31.01.2023	-	10.01.1963	Superannuation w.e.f. 31.01.2023			

Shri.	Rajat Kumar Mishra	-	GOI Nominee / Non-Executive	03.11.2021	-	Until further orders	-	04.01.1968	1	0	0	0
Shri.	Suchindra Misra	01873568	GOI Nominee / Non-Executive	31.03.2022	-	Until further orders	-	22.10.1968	3	0	2	0
Shri.	Vipul Bansal	02687229	GOI Nominee / Non-Executive	03.12.2021	-	Until further orders	-	10.07.1977	3	2	1	0
Shri.	R. Subramanian	-	Non-Executive (RBI)	13.02.2021	-	31.05.2024	-	05.05.1964	1	0	0	0
Shri.	M. Senthilnathan	07376766	Non-Executive	22.11.2019	-	31.07.2023	-	24.07.1963	1	0	1	0
Shri.	Dinesh Kumar Khara	06737041	Non-Executive	24.12.2020	-	06.10.2023	-	28.08.1961	4	0	1	0
Shri.	Rakesh Sharma #	06846594	Non-Executive	21.12.2018	-	Until further orders	-	02.07.1958	2#	0	1#	0
Shri.	A.S. Rajeev	07478424	Non-Executive	01.11.2019	-	Until further orders	-	15.05.1964	3	1	3	2
Shri	M.V. Rao	06930826	Non-Executive	21.09.2022	-	Until further orders	-	03.07.1965	2	0	2	1
Shri.	Ashok Kumar Gupta	01187193	Non-Executive	21.12.2021	-	20.12.2024	3 Years	07.03.1961	1	1	1	0

GOI – Government of India ; RBI – Reserve Bank of India

Whether Regular chairperson appointed – **No Chairperson has currently been appointed, however the Bank has been requesting MOF-DFS on a monthly basis to fill up the vacancies on the Board, including the post of Chairperson.**

Whether Chairperson is related to managing director or CEO – **Not Applicable**

§ PAN of any Director would not be displayed on the website of Stock Exchange

& Category means Chairperson and/or Directors viz. Executive / Non-executive / Independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\*To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

<b>II. Composition of Committees</b>					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category&	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Shri Dinesh Kumar Khara 2. Shri M. Senthilnathan 3. Shri Rakesh Sharma# 4. Shri A.S. Rajeev 5. Shri M.V. Rao 6. Shri Ashok Kumar Gupta 7. Shri N Ramesh	Non - Executive Non - Executive Non - Executive Non - Executive Non - Executive Non - Executive Executive	24.12.2020 22.11.2019 21.12.2018 01.11.2019 21.09.2022 21.12.2021 23.11.2020	06.10.2023 31.07.2023 Until further orders Until further orders 20.12.2024 22.11.2023
2. Nomination & Remuneration Committee	<b>Presently, we do not have a Nomination &amp; Remuneration Committee.</b>				
3. Risk Management Committee (RMC) (if applicable)	Yes	1. Shri Dinesh Kumar Khara 2. Shri M Senthilnathan 3. Shri Rakesh Sharma # 4. Shri A S Rajeev 5. Shri M.V. Rao 6. Shri Ashok Kumar Gupta 7. Shri N Ramesh	Non - Executive Non - Executive Non - Executive Non - Executive Non - Executive Non - Executive Executive	24.12.2020 22.11.2019 21.12.2018 01.11.2019 21.09.2022 21.12.2021 23.11.2020	06.10.2023 31.07.2023 Until further orders Until further orders Until further orders. 20.12.2024 22.11.2023

4. Stakeholders Relationship Committee	<b>Stakeholders Relationship Committee has been constituted on March 21, 2023.</b>
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& Category means Chairperson and/or Directors viz. Executive / Non-executive / Independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

Note: Export-Import Bank of India does not have Nomination & Remuneration Committee and Stakeholders Relationship Committee.

### 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	Whether requirement of Quorum met*	Number of Directors present *	Number of independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
<b>11.11.2022</b>	<b>14.02.2023 21.03.2023</b>	<b>YES YES</b>	<b>10 9</b>	<b>Please refer the remark mentioned below (**)</b>	<b>(11.11.2022 to 14.02.2023 = 94 days) (14.02.2023 to 21.03.2023 = 34 days)</b>

\* To be filled in only for the current quarter meetings.

\*\* As per Reg 16(1)(b) of SEBI LODR, a 'high value debt listed entity' which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non- executive directors on its board shall be treated as independent directors. Therefore, the non-executive directors appointed by the GOI on the Board of Exim Bank may be considered as independent directors.

### IV. Meetings of Committees

#### A. Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent Director's present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>13.02.2023 20.03.2023</b>	<b>YES YES</b>	<b>4 4</b>	<b>Please refer the remark mentioned below (**)</b>	<b>09.11.2022 20.12.2022</b>	<b>(09.11.2022 to 20.12.2022) = 40 days) (20.12.2022 to 13.02.2023) = 54 days) (13.02.2023 to 20.03.2023)= 34 days)</b>

\*\* As per Reg 16(1)(b) of SEBI LODR, a 'high value debt listed entity' which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non- executive directors on its board shall be treated as independent directors. Therefore, the non-executive directors appointed by the GOI on the Board of Exim Bank may be considered as independent directors.

**B. Nomination and Remuneration Committee – Presently, we do not have a Nomination and Remuneration Committee**

Date(s) of meeting of the committee in therelevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent Director’s present*	Date(s) of meeting ofthe committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
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**B. Risk Management Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent Director’s present*	Date(s) of meeting ofthe committee in the previous quarter	Maximum gap between any two consecutives meetings in number of days*
<b>13.02.2023</b>	<b>Yes</b>	<b>4</b>	<b>Please refer the remark mentioned below (**)</b>	<b>09.11.2022</b>	<b>(09.11.2022 to 13.02.2023) = 95 days)</b>
<b>20.03.2023</b>	<b>Yes</b>	<b>4</b>		<b>(13.02.2023 to 20.03.2023) = 34 days)</b>	

# Section 6[1][c] of the Exim Bank Act provides for one Director to be nominated by the Development Bank on the Exim Bank’s Board. Section 2[b] of the Exim Bank Act defines the Development Bank as the Industrial Development Bank of India (name changed to IDBI Bank Ltd. w.e.f. May 7, 2008). As IDBI Bank Ltd. is no longer required to carry out Development Banking Functions on account of a recent amendment to the IDBI Act, Shri Rakesh Sharma, MD & CEO of IDBI Bank Ltd. had tendered his resignation from the Bank’s Board w.e.f. April 1, 2021. Exim Bank, vide its letter dated April 9, 2021, and a subsequent reminder letter dated May 28, 2021, has sought clarification from the Department of Financial Services on whether the IDBI Bank Ltd. can continue to nominate a Director on the Bank’s Board. Guidance from DFS is awaited in this regard.

\*\* As per Reg 16(1)(b) of SEBI LODR, a ‘high value debt listed entity’ which is a body corporate, mandated to constitute its board of directors in a specific manner in accordance with the law under which it is established, the non- executive directors on its board shall be treated as independent directors. Therefore, the non-executive directors appointed by the GOI on the Board of Exim Bank may be considered as independent directors.

**D. Stakeholders Relationship Committee - Stakeholders Relationship Committee has been constituted on March 21, 2023. No meetings have been held as on date.**

Date(s) of meeting of the committee in therelevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent Directors present*	Date(s) of meeting ofthe committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
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\* To be filled in only for the current quarter meetings.

Note: This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
Whether prior approval of audit committee obtained	<p>No</p> <ul style="list-style-type: none"> <li>• Export-Import Bank of India is formed by the Act Parliament via The Export-Import Bank of India Act, 1981. Exim Bank complies with the governance structure prescribed under the Exim Bank Act, 1981 and Exim Bank General Regulations.</li> <li>• However, all the related party transactions are being reported to the Audit Committee on annual basis and is also disclosed in the Annual Report.</li> </ul>
Whether shareholder approval obtained for material RPT	<p>N.A.</p> <ul style="list-style-type: none"> <li>• Export-Import Bank of India is formed by the Act Parliament via The Export-Import Bank of India Act, 1981. Exim Bank complies with the governance structure prescribed under the Exim Bank Act, 1981 and Exim Bank General Regulations.</li> <li>• As per the Act / Regulations, no provision exists for seeking shareholder approval for material RPT.</li> </ul>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee.	<p>No</p> <ul style="list-style-type: none"> <li>• Export-Import Bank of India is formed by the Act Parliament via The Export-Import Bank of India Act, 1981. Exim Bank complies with the governance structure prescribed under the Exim Bank Act, 1981 and Exim Bank General Regulations.</li> <li>• However, all the related party transactions are being reported to the Audit Committee on annual basis and is also disclosed in the Annual Report.</li> </ul>
<p>Notes:</p> <ol style="list-style-type: none"> <li>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> </ol>	

## VI. Affirmations

1. The composition of Board of Directors is in terms of the Export-Import Bank of India Act, 1981 (the Exim Bank Act, 1981) ~~SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.~~
2. The composition of the following committees is in terms of the Export-Import Bank of India Act, 1981 ~~SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015~~
  - a. Audit Committee
  - b. Nomination & Remuneration Committee (Not in Position)
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee (as applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified in the Exim Bank Act, 1981. ~~SEBI (Listing obligations and disclosure requirements) Regulations, 2015.~~
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in the Exim Bank Act, 1981 and related regulations. ~~SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.~~
5. This report will be placed before Board of Directors.

### Name & Designation

~~Company Secretary / Compliance Officer / Managing Director / CEO / CFO~~

#### Note:

Export-Import Bank of India is formed by the Act of Parliament via The Export-Import Bank of India Act, 1981. The composition of the Board and other committees are specified in the Exim Bank Act, and Exim Bank General Regulations. Exim Bank complies with the governance structure prescribed under the Exim Bank Act, 1981 and Exim Bank General Regulations.