



CIN: L65190MH2004GO1148838

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

जनवरी ७, २०१९

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,

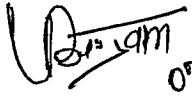
**Report on Corporate Governance as on December 31, 2018**

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, 2018

Kindly acknowledge receipt and take the above on record.

भवदीय,

कृते आईडीबीआई बैंक लिमिटेड

  
07/01/19

[पवन अग्रवाल]

म.प्र. एवं कंपनी सचिव



संलग्न: उपर्युक्त

Annexure I

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – IDBI Bank Limited
2. Quarter ending – December 31, 2018

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)	No of Directorship in listed entities including this listed entity	Number 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
					Date of Appointment	Date of cessation				
Mr.	Rakesh Sharma	ADAPS7794J	06846594	Executive - MD & CEO*	10-10-2018	-	NA	1	0	0
Mr.	K P Nair	AATPN7753J	02611496	Executive - DMD	15-09-2016	-	NA	1	2	0
Mr.	G M Yadwadkar	AADPY6894M	01432796	Executive - DMD	15-09-2016	-	NA	1	1	0
Mr.	Pankaj Jain	ABPPJ3009G	00675922	Non- Executive - Govt. Nominee	02-05-2016	-	NA	1	1	0
Mr.	Sudhur Shyam	AOBPS2633A	08135013	Non- Executive - Govt. Nominee	16-05-2018#	-	NA	1	0	0
Mr.	Gyan Prakash Joshi	ACPPJ6440A	00603925	Non- Executive - Independent Director	28-08-2015	27-08-2019	48	1	1	0
Ms.	Ashima Goyal	AAMPG2494A	00233635	Non- Executive - Independent Director	28-04-2017	27-04-2021	48	1	2	1
Mr.	Bhuwanchandra B Joshi	AADPJ3140M	06713850	Non- Executive - Independent Director	09-10-2017	08-10-2021	48	1	1	0
Mr.	Samaresh Parida	AAAPP0051A	01853823	Non- Executive - Independent Director	19-05-2018	18-05-2022	48	1	1	1
Mr.	N Jambunathan	ACHPN9216G	05126421	Non- Executive - Independent Director	19-05-2018	18-05-2022	48	1	1	0

Notes:

\* A Non-Executive (Non-whole-time) Chairman will be appointed by Central Government in terms of Article 116(1)(a)(i) of the Articles of Association of the Bank. In the absence of Chairman, MD & CEO chairs the Meetings of Board of Directors and shareholders in terms of Article 143 & 154(4) of Articles of Association.

# Government of India (GoI) vide notification dated May 14, 2018, appointed Shri Sudhir Shyam, as Government Nominee Director on the Board of IDBI Bank in place of Shri Praveen Garg, with immediate effect and until further orders. However, the appointment was effective from May 16, 2018 i.e. the date of allotment of DIN by MCA.



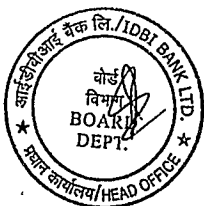
## II. Composition of Committees

1. Audit Committee'			
Name of Committee members	Category	Date of Appointment	Date of cessation
Shri Samaresh Parida - Chairman	Non- Executive - Independent	20-05-2018	-
Shri K.P.Nair	Executive - DMD	23-09-2016	-
Shri Pankaj Jain	Non- Executive - Govt. Nominee	02-05-2016	-
Shri Gyan Prakash Joshi	Non- Executive - Independent	30-09-2015	-
Dr. Ashima Goyal	Non- Executive - Independent	30-06-2017	-
Shri Bhuwanchandra B Joshi	Non- Executive - Independent	20-05-2018	-

2. Nomination & Remuneration Committee*				
Nomination Committee	Name of Committee members	Category	Date of Appointment	Date of cessation
	Shri Gyan Prakash Joshi - Chairman	Non- Executive - Independent	31-01-2018	-
	Dr. Ashima Goyal	Non- Executive - Independent	30-06-2017	-
	Shri Bhuwanchandra B Joshi	Non- Executive - Independent	20-05-2018	-
	Shri Samaresh Parida	Non- Executive - Independent	20-05-2018	-

Remuneration Committee	Name of Committee members	Category	Date of Appointment	Date of cessation
	Shri N Jambunathan - Chairman	Non- Executive - Independent	20-05-2018	-
	Shri Pankaj Jain	Non- Executive - Govt. Nominee	02-05-2016	-
	Shri Sudhir Shyam	Non- Executive - Govt. Nominee	20-05-2018	-
	Shri Samaresh Parida	Non- Executive - Independent	20-05-2018	-

\*In terms of Government of India and RBI directives, Bank has two separate committees, viz., Nomination Committee and Remuneration Committee. These committees also fulfill the mandate of the Companies Act. 2013 and SEBI (LODR) Regulations 2015.

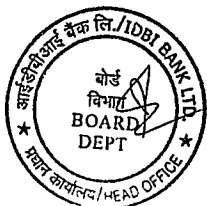


3. Risk Management Committee			
Name of Committee members	Category	Date of Appointment	Date of cessation
Shri Bhuvanchandra B Joshi - Chairman	Non- Executive - Independent	31-01-2018	-
Shri Rakesh Sharma	Executive - MD & CEO	27-10-2018	-
Shri K.P.Nair	Executive - DMD	23-09-2016	-
Shri G.M.Yadwadkar	Executive - DMD	23-09-2016	-
Shri Sudhir Shyam	Non- Executive - Govt. Nominee	20-05-2018	-
Shri Gyan Prakash Joshi	Non- Executive - Independent	30-09-2015	-
Shri Samaresh Parida	Non- Executive - Independent	20-05-2018	-

4. Stakeholders 'Relationship Committee			
Name of Committee members	Category	Date of Appointment	Date of cessation
Dr. Ashima Goyal - Chairperson	Non- Executive - Independent	30-06-2017	-
Shri K.P.Nair	Executive - DMD	23-09-2016	-
Shri G.M.Yadwadkar	Executive - DMD	23-09-2016	-
Shri N. Jambunathan	Non- Executive - Independent	20-05-2018	-

5. Corporate Social Responsibility Committee			
Name of Committee members	Category	Date of Appointment	Date of cessation
Shri Gyan Prakash Joshi - Chairman	Non- Executive - Independent	30-11-2016	-
Shri Rakesh Sharma	Executive - MD & CEO	10-10-2018	27-10-2018
Shri K.P.Nair	Executive - DMD	23-09-2016	-
Shri G.M.Yadwadkar	Executive - DMD	23-09-2016	-
Dr. Ashima Goyal	Non- Executive - Independent	31-01-2018	-

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter - July -September 2018	Date(s) of Meeting (if any) in the relevant Quarter - October - December 2018	Maximum gap between any two consecutive meetings (in number of days)
17-07-18 14-08-18 31-08-18 27-09-18	04-10-18 14-11-18 19-12-18	40



Meeting of Committees - Audit Committee

Date(s) of meeting of the committee in the previous quarter July -September 2018	Date(s) of meeting of the committee in the relevant quarter October - December 2018	Whether requirement of Quorum met (Yes/No) (details)	Maximum gap between any two consecutive meetings (in number of days)
13-08-18 14-08-18 27-09-18	14-11-18 19-12-18	Yes (Total -6, Present -6) Yes (Total -6, Present -6)	47

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
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	Not applicable
<i>Remarks:</i> Whenever material RPT takes place, the compliance required will be made.	

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 Yes</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; Remuneration Committee (The composition of Nomination and Remuneration Committee is as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI circular/directives.)</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities)</p> <p>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</p> <p>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</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The report for quarter ended September 30, 2018 has been placed before Board of Directors at its meeting held on November 14, 2018.</p>
<p>Place: Mumbai Date: January 7, 2019</p> <p style="text-align: center;"></p> <p style="text-align: right;"> Pawan Agrawal GM &amp; Company Secretary</p>