



CIN: L65190MH2004GO1148838

आईडीबीआई बैंक लिमिटेड
पंजीकृत कार्यालय : आईडीबीआई टॉवर,
इन्डियन कोम्प्लेक्स, कफ परेड,
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IDBI Bank Limited
Regd. Office : IDBI Tower,
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TEL.: (+91 22) 6655 3355, 2218 9111
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अप्रैल ५ २०१८

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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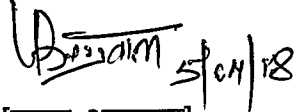
Dear Sir,

Report on Corporate Governance as on March 31, 2018

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith the quarterly and yearly compliance report on Corporate Governance as on March 31, 2018

Kindly acknowledge receipt and take the above on record.

भवदीय,
कृते आईडीबीआई बैंक लिमिटेड


[पवन अग्रवाल]
कंपनी सचिव

संलग्न: उपर्युक्त

Annexure I

CORPORATE GOVERNANCE REPORT

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

I. Composition of Board of Directors										
Title (Mr. / Ms)	Name of the Director	PAN	DIN	Category (Chairperson / Executive / Non-Executive / in dependent / Nominee)	Date of Appointment in the current term / cessation		Tenure	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.	Mahesh Kumar Jain	ABBPJ4294P	03513127	Executive – MD & CEO*	03.04.2017	-	NA	1	0	0
Mr.	K P Nair	AATPN7753J	02611496	Executive – DMD	15.09.2016	-	NA	1	2	0
Mr.	G M Yadwarkar	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.	Praveen Garg	ADCPG8341H	00208604	Non- Executive Govt. Nominee	07.02.2017	-	NA	1	0	0
Mr.	S. Ravi	ABEPR9526M	00009790	Non- Executive Independent Director	02.07.2016	01.07.2020	4 years	3	5	2
Mr.	Ninad Karpe	ACBPK0044R	00030971	Non- Executive Independent Director	02.07.2016	01.07.2020	4 years	3	3	1
Mr.	Gyan Prakash Joshi	ACCPJ6440A	00603925	Non- Executive Independent Director	28.08.2015	27.08.2019	4 years	1	1	0
Ms.	Ashima Goyal	AAMPG2494A	00233635	Non- Executive Independent Director	28.04.2017	27.04.2021	4 years	2	3	2
Mr.	Bhuwanchandra B Joshi	AADPJ3140M	06713850	Additional Director	09.10.2017	-	10 months	1	0	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, Shri Mahesh Kumar Jain, MD & CEO chairs the Meetings of Board of Directors and shareholders in terms of Article 143 & 154(4) of Articles of Association.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category
1. Audit Committee	Shri S. Ravi - Chairman	Non- Executive - Independent
	Shri K.P.Nair	Executive - DMD
	Shri Pankaj Jain	Non- Executive - Govt. Nominee
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Gyan Prakash Joshi	Non- Executive - Independent
	Dr. Ashima Goyal	Non- Executive - Independent

2. Nomination & Remuneration Committee*		
Nomination Committee	Name of Committee members	Category
Nomination Committee	Shri Gyan Prakash Joshi - Chairman	Non- Executive - Independent
	Shri Ninad Karpe	Non- Executive - Independent
	Shri S. Ravi	Non- Executive - Independent
	Dr. Ashima Goyal	Non- Executive - Independent
Remuneration Committee	Name of Committee members	Category
Remuneration Committee	Shri Gyan Prakash Joshi - Chairman	Non- Executive - Independent
	Shri Pankaj Jain	Non- Executive - Govt. Nominee
	Shri Praveen Garg	Non- Executive - Govt. Nominee
	Shri Ninad Karpe	Non- Executive - Independent

*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
Risk Management Committee	Shri Bhuwanchandra B Joshi - Chairman	Non- Executive - Independent
	Shri K.P.Nair	Executive - DMD
	Shri G.M.Yadwadkar	Executive - DMD
	Shri Praveen Garg	Non- Executive - Govt. Nominee
	Shri S. Ravi	Non- Executive - Independent
	Shri Gyan Prakash Joshi	Non- Executive - Independent

4. Stakeholders Relationship Committee'	Name of Committee members	Category
Stakeholders Relationship Committee'	Dr. Ashima Goyal - Chairperson	Non- Executive - Independent
	Shri K.P.Nair	Executive - DMD
	Shri G.M.Yadwadkar	Executive - DMD
	Shri S. Ravi	Non- Executive - Independent



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter - July -September 2017	Date(s) of Meeting (if any) in the relevant Quarter - October - December 2017	Maximum gap between any two consecutive meetings (in number of days)
09.10.17	15.01.18	32
31.10.17	31.01.18	
27.11.17	16.02.18	
20.12.17	21.03.18	

IV. Meeting of Committees - Audit Committee

Date(s) of meeting of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No) (details)	Maximum gap between any two consecutive meetings (in number of days)
09.10.17	31.01.18	Yes (Total -6, Present -6)	41
31.10.17	16.02.18	Yes (Total -6, Present -6)	
27.11.17	28.02.18	Yes (Total -6, Present -6)	
20.12.17	21.03.18	Yes (Total -6, Present -6)	

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	N.A.
Remarks: Whenever material RPT takes place, the compliance required will be made.	

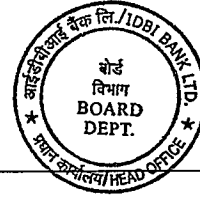


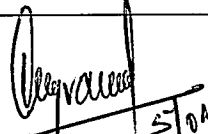
VI. Affirmations

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 (The composition of Nomination and Remuneration Committee is as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI circular/directives.)
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 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. Any comments/observations/advice of Board of Directors may be mentioned here:

The report for quarter ended December 31, 2017 has been placed before Board of Directors at its meeting held on January 15, 2018.

Place: Mumbai
Date: April 5, 2018




Pawan Agrawal
Company Secretary



Annexure II

Corporate Governance Report for FY 2017-18

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA. The same is being provided in the Annual Report for FY 2017-18	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	Yes
Meeting of Board of directors	17(2)	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)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes



<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i> (Yes/No/NA) ^{refer note below}
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	In terms of Government and RBI directives, Bank has two separate committees viz Nomination Committee and Remuneration Committee. These committees also fulfill the mandates of the Companies Act. 2013 and SEBI (LODR) Regulations, 2015.
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA. (No such transactions took place)
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA. No subsidiary of IDBI Bank is a material unlisted subsidiary
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of Independent Directors</i>	25(3) & (4)	Yes
<i>Familiarization of Independent Directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes



III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. Yes

Place: Mumbai
Date: April 5, 2018




504/18
Pawan Agrawal
Company Secretary