

11 अप्रैल 2017

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, 2017

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, 2017 at Annexure I and
- The Annual Compliance Report on Corporate Governance as at March 31, 2017 at Annexure II.

Kindly acknowledge receipt and take the above on record.

भवदीय
कृते आईडीबीआई बैंक लिमिटेड


[पवन अग्रवाल]
कंपनी सचिव

11/04/17

संलग्न: उपर्युक्त

Annexure I
CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - IDBI Bank Limited
2. Quarter ending - March 31, 2017

I. Composition of Board of Directors\$									
Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/independent/Nominee)*	Date of Appointment in the current term /cessation		Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
				Date of Appointment	Date of cessation				
Mr.	Kishor Kharat@	07266945	Executive - MD & CEO	14.08.2015	-	NA	1	0	0
Mr.	K P Nair	02611496	Executive - DMD	15.09.2016	-	NA	1	2	0
Mr.	G M Yadwadkar	01432796	Executive - DMD	15.09.2016	-	NA	1	1	0
Mr.	Pankaj Jain	00675922	Non- Executive - Govt. Nominee	02.05.2016	-	NA	1	1	0
Mr.	Praveen Garg	00208604	Non- Executive - Govt. Nominee	07.02.2017	-	NA	1	0	0
Mr.	S. Ravi	00009790	Non- Executive - Independent Director	02.07.2016	01.07.2020	4 years	3	5	2
Mr.	Ninad Karpe	00030971	Non- Executive - Independent Director	02.07.2016	01.07.2020	4 years	3	3	1
Mr.	Gyan Prakash Joshi	00603925	Non- Executive - Independent Director	28.08.2015	27.08.2019	4 years	1	1	0
Ms.	Neeru Abrol	01279485	Non- Executive - Independent Director	29.07.2016	27.07.2017#	1 year	2	4	2

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 in terms of Article 143 & 154(4) of Articles of Association.
- # Ms. Neeru Abrol was appointed as Additional Director w.e.f. July 29, 2016 till next Annual General Meeting (AGM) of the Bank scheduled to be held on July 27, 2017. Her reappointment as Independent Director will be considered in terms of Para VIII(2) of Schedule IV of the Companies Act, 2013
- \$ The intermittent vacancy for 1(one) Independent Director will be filled up by May 06, 2017.
- @ W.e.f. April 3, 2017, Shri Mahesh Kumar Jain has taken over as MD & CEO and Shri Kishor Kharat has ceased to be MD & CEO.



II. Composition of Committees		
<i>Name of Committee</i>	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
	Ms. Neeru Abrol	Non- Executive - Independent

2. Nomination & Remuneration Committee*		
Nomination Committee	Name of Committee members	Category
	Shri Ninad Karpe- Chairman	Non- Executive - Independent
	Shri S. Ravi	Non- Executive - Independent
	Ms. Neeru Abrol	Non- Executive - Independent
Remuneration Committee	Name of Committee members	Category
	Shri Pankaj Jain - Chairman	Non- Executive - Govt. Nominee
	Shri Praveen Garg	Non- Executive - Govt. Nominee
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Gyan Prakash Joshi	Non- Executive - Independent
	Ms. Neeru Abrol	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 Listing Regulations.

3. Risk Management Committee	Name of Committee members	Category
	Shri S. Ravi - Chairman	Non- Executive - Independent
	Shri K.P.Nair	Executive - DMD
	Shri G.M.Yadwadkar	Executive - DMD
	Shri Praveen Garg	Non- Executive - Govt. Nominee
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Gyan Prakash Joshi	Non- Executive - Independent

4. Stakeholders Relationship Committee'	Name of Committee members	Category
	Ms. Neeru Abrol-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		
<i>Date(s) of Meeting (if any) in the previous quarter – October – December 2016</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter – January-March 2017</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
25.10.16 30.11.16 30.12.16	07.02.17 21.02.17 07.03.17 21.03.17	38

IV. Meeting of Committees - Audit Committee

<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (Yes No) (details)</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
18.10.16	06.02.17	Yes (Total -6, Present -6)	46
25.10.16	07.02.17	Yes (Total -6, Present -6)	
30.11.16	21.02.17	Yes (Total -6, Present -6)	
21.12.16	07.03.17	Yes (Total -6, Present -6)	


V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
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 (The intermittent vacancy for 1(one) Independent Director will be filled up by May 06, 2017)**
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 Committee and Remuneration Committee is as per SEBI (Listing obligations and disclosure requirements) Regulations, 2015 and RBI/ GOI 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, 2016 has been placed before Board of Directors at its meeting held on February 12, 2017.

Place: Mumbai
Date: 11.04.17


Pawan Agrawal
Company Secretary


11/04/17

Annexure II

Corporate Governance Report for FY 2016-17

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 2016-17
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. In terms of Regulation 25(6), the intermittent vacancy for 1(one) Independent Director will be filled up by May 06, 2017
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



Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Composition of nomination & remuneration committee	19(1) & (2)	Yes. 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.
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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)	NA.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA. No subsidiary of IDBI Bank is a material unlisted subsidiary
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
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
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		
<div> <div>Place: Mumbai Date: 11.04.2017</div> <div>  Pawan Agrawal Company Secretary </div> </div>		