



CIN: L65190MH2004GOI148838

आईडीबीआई बैंक लिमिटेड

पंजीकृत कार्यालय : आईडीबीआई टॉवर,

डब्ल्यूटीसी कॉम्प्लेक्स, 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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जनवरी ४ 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 December 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 December 31, 2017

Kindly acknowledge receipt and take the above on record.

भवदीय,  
कृते आईडीबीआई बैंक लिमिटेड

  
[पवन अग्रवाल] 4/01/18  
कंपनी सचिव

संलग्न: उपर्युक्त

Annexure I

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity – IDBI Bank Limited
2. Quarter ending – December 31, 2017

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 Yadwakar	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	1
Mr.	Bhuwanchandra B Joshi	AADPJ3140M	06713850	Additional Director	09/10/2017#	-	10 months	1	-	-

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.
- # Mr. Bhuwanchandra B Joshi, was appointed as Additional Director (in Independent Category) w.e.f. October 9, 2017. His re-appointment as Independent Director will be considered in terms of para VIII(2) of Schedule IV of the Companies Act, 2013



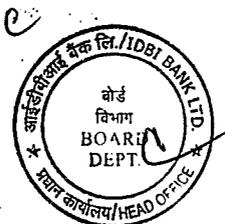
II. Composition of Committees		
Name of Committee	Name of Committee members	Category
1. Audit Committee	Shri S. Ravi - Chairman	Non- Executive - Independent
	Shri K.P.Nair	Executive - DMD
	Shri Pankaj Jain	Non- Executive - Govt. Nominee
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Gyan Prakash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

2. Nomination & Remuneration Committee*		
Name of Committee	Name of Committee members	Category
Nomination Committee	Shri Ninad Karpe- Chairman	Non- Executive - Independent
	Shri S. Ravi	Non- Executive - Independent
	Dr. Ashima Goyal	Non- Executive - Independent
Remuneration Committee	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

\*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
	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
	Shri K.P.Nair	Executive - DMD
	Shri G.M.Yadwadkar	Executive - DMD
	Shri S. Ravi	Non- Executive - Independent
	Dr. Ashima Goyal	Non- Executive - Independent

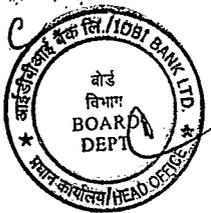


III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter - July -September 2017	Date(s) of Meeting (if any) in the relevant Quarter - October - December 2017	Maximum gap between any two consecutive meetings (in number of days)
14.08.17 08.09.17 21.09.17	09.10.17 31.10.17 27.11.17 20.12.17	26

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)
14.08.17 30.08.17 08.09.17	09.10.17 31.10.17 27.11.17 20.12.17	Yes (Total -6, Present -6) Yes (Total -6, Present -5) Yes (Total -6, Present -6) Yes (Total -6, Present -4)	30

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.
<b>Remarks:</b> 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 September 30, 2017 has been placed before Board of Directors at its meeting held on October 31, 2017.

Place: Mumbai  
Date: 04-01-2018

  
Pawan Agrawal  
Company Secretary  
4/01/18



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