



CIN: L65190MH2004G0148838

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

8 अप्रैल 2019

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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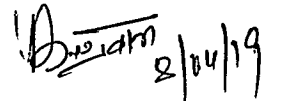
Dear Sir,

Report on Corporate Governance as on March 31, 2019

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, 2019

Kindly acknowledge receipt and take the above on record.

भवदीय,
कृते आईडीबीआई बैंक लिमिटेड



[पवन अग्रवाल]

म.प्र. एवं कंपनी सचिव

संलग्न: उपर्युक्त

Annexure I

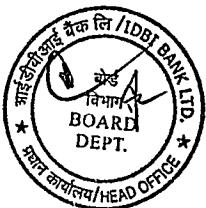
CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – IDBI Bank Limited
2. Quarter ending – March 31, 2019

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 Directorsh ip 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 Appointm ent	Date of cessation				
Mr.	Rakesh Sharma	ADAPS7794J	06846594	Executive - MD & CEO ^s	19-03-2019	-	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	0	0
Mr.	Sudhir Shyam	AOBPS2633A	08135013	Non- Executive - Govt. Nominee	16-05-2018	-	NA	1	0	0
Mr	Rajesh Kandwal	AAMPK7650A	02509203	Non- Executive - LIC Nominee	21-01-2019	-	NA	1	1	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	0	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
Mr.	Deepak Singhal	ADQPS7554Q	08375146	Additional Director	28-02-2019		6	1	0	0
Mr.	Sanjay Gokuldas Kallapur	ARIPK0801E	08377808	Additional Director	05-03-2019		5	1	1	0

§ Earlier, Shri Rakesh Sharma was appointed as MD& CEO w.e.f. October 10,2018 for a period of six months in terms of GoI letter dated October 5, 2018. Subsequent to acquisition of 51% controlling stake by LIC in IDBI Bank, nomination of Shri Rakesh Sharma as MD & CEO of IDBI Bank by LIC and RBI approval u/s 35B of B R Act, 1949 dated March 7, 2019, Board approved continuation in office by fresh appointment of Shri Rakesh Sharma as MD & CEO for a perid of 3 years w.e.f. March 19, 2019.

Note: In terms of amended AoA of Bank, effective from 21.01.19, the Chairman of LIC will be the ex-officio Non-Executive Chairman of the Bank. As on March 31, 2019, the position was vacant.



I. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Chairperson/Membership	Appointment Date	Cessation Date
1.	Shri Samaresh Parida	Chairperson	20-May-2018	-
2.	Shri K P Nair	Member	23-Sep-2016	-
3.	Shri Pankaj Jain	Member	02-May-2016	25-Feb-2019
4.	Shri Rajesh Kandwal	Member	25-Feb-2019	-
5.	Shri Gyan Prakash joshi	Member	30-Sep-2015	-
6.	Dr. Ashima Goyal	Member	30-Jun-2017	-
7.	Shri Bhuvanchandra B Joshi	Chairman	31-Jan-2018	19-Mar-2019
8.	Sanjay Gokuldas Kallapur	Member	19-Mar-2019	-

b. Stakeholders Relationship Committee

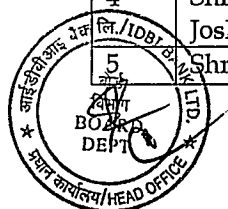
Sr. No.	Name of the Director	Chairperson/Membership	Appointment Date	Cessation Date
1	Dr. Ashima Goyal	Chairperson	30-Jun-2017	-
2	Shri K P Nair	Member	23-Sep-2016	-
3	Shri G M Yadwadkar	Member	23-Sep-2016	-
4	Shri N Jambunathan	Member	20-May-2018	-

c. Risk Management Committee

Sr. No.	Name of the Director	Chairperson/Membership	Appointment Date	Cessation Date
1	Shri Sanjay Gokuldas Kallapur	Chairperson	19-Mar-2019	-
2	Shri Rakesh Sharma	Member	27-Oct-2018	-
3	Shri K P Nair	Member	23-Sep-2016	-
4	Shri G M Yadwadkar	Member	23-Sep-2016	-
5	Shri Sudhir Shyam	Member	20-May-2018	-
6	Shri Bhuvanchandra B Joshi	Member	31-Jan-2018	-
7.	Shri Samaresh Parida	Member	20-May-2018	19-Mar-2019

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Chairperson/Membership	Appointment Date	Cessation Date
1	Shri Gyan Prakash joshi	Chairperson	25-Feb-2019	-
2	Shri Pankaj Jain	Member	25-Feb-2019	-
3	Shri Rajesh Kandwal	Member	25-Feb-2019	-
4	Shri Bhuvanchandra B Joshi	Member	25-Feb-2019	-
5	Shri N Jambunathan	Member	25-Feb-2019	-



II. 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
04-Oct-2018	21-Jan-2019
14-Nov-2018	21-Jan-2019
19-Dec-2018	04-Feb-2019
	25-Feb-2019
	19-Mar-2019

Maximum gap between any two consecutive (in number of days)	32
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III. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	14-Nov-2018	21-Jan-2019	6	Yes
Audit Committee	19-Dec-2018	04-Feb-2019	6	Yes
Audit Committee		19-Mar-2019	6	Yes

Maximum gap between any two consecutive (in number of days)	42
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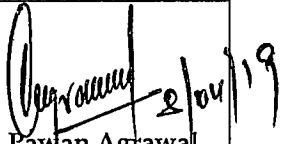
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not applicable
Remarks:	
(i) Whenever material RPT takes place, the compliance required will be made.	
(ii) Reporting Memorandum of RPTs undertaken by the Bank are submitted quarterly to ACB.	

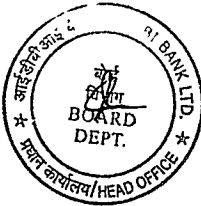


VI. Affirmations

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
 - 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, 2018 has been placed before Board of Directors at its meeting held on January 21, 2019

Place: Mumbai
Date: April 8, 2019


Pawan Agrawal
GM & Company Secretary



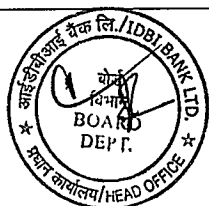
ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status</i>	Company Remark	Website
Details of business	Yes		www.idbi.com
Terms and conditions of appointment of independent directors	Yes		www.idbi.com
Composition of various committees of board of directors	Yes		www.idbi.com
Code of conduct of board of directors and senior management personnel	Yes		www.idbi.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.idbi.com
Criteria of making payments to non-executive directors	Yes	The same is being provided in the Annual Report for FY 2018-19	
Policy on dealing with related party transactions	Yes		www.idbi.com
Policy for determining 'material' subsidiaries	Yes		www.idbi.com
Details of familiarization programs imparted to independent directors	Yes		www.idbi.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.idbi.com
email address for grievance redressal and other relevant details	Yes		www.idbi.com
Financial results	Yes		www.idbi.com
Shareholding pattern	Yes		www.idbi.com
Details of agreements entered into with the media companies and/or their associates	Yes		www.idbi.com
New name and the old name of the listed entity	Not Applicable		



II Annual Affirmations			
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Company Remark</i>
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)	Yes	
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	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
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)	Not Applicable	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
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	

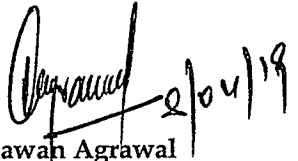


Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior 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

Place: Mumbai
Date: April 8, 2019


Pawan Agrawal
GM & Company Secretary

