



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

अप्रैल 22, 2020

| | |
|--|--|
| 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 March 31, 2020

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, 2020.

Kindly acknowledge receipt and take the above on record.

भवदीय,

कृते आईडीबीआई बैंक लिमिटेड

22/04/2020

[पवन अग्रवाल]

म. प्र एवं कंपनी सचिव

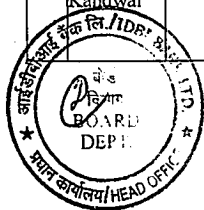
Annexure I

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity – IDBI Bank Limited

2. Quarter ending – March 31, 2020

| 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) | Date of Birth | Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing Special Resolution | No of Directorship in listed entities including this listed entity | No of Independent Directorship in listed entities including this listed entity | No. of memberships in Audit/ Stakeholder Committee (s) including this listed | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
| | | | | | Initial Date of Appointment | Date of Re-Appointment | Date of cessation | | | | | | | | |
| Mr. | MR Kumar | AAAPK7351G | 03628755 | Non Executive-Nominee-Chairperson related to Promoter | 13-05-2019 | - | - | NA | 13-06-1961 | NA | NA | 2 | 0 | 0 | 0 |
| Mr. | Rakesh Sharma | ADAPS7794J | 06846594 | Executive – MD & CEO | 10-10-2018 | 19-03-2019 | - | NA | 02-07-1958 | NA | NA | 1 | 0 | 0 | 0 |
| Mr. | Samuel Joseph Jebaraj | ABFPS1483H | 02262530 | Executive – DMD | 20-09-2019 | - | - | NA | 22-06-1968 | NA | NA | 1 | 0 | 2 | 0 |
| Mr. | Suresh Kishinchand Khatanhar | ACMPK2712M | 03022106 | Executive-DMD | 15-01-2020 | - | - | NA | 25-08-1963 | NA | NA | 1 | 0 | 1 | 0 |
| Ms. | Meera Swarup | ACRPS2905F | 07459492 | Non-Executive – Nominee | 20-08-2019 | - | - | NA | 15-02-1962 | NA | NA | 1 | 0 | 0 | 0 |
| Mr. | Sudhir Shyam | AOBPS2633A | 08135013 | Non-Executive – Nominee | 16-05-2018 | - | - | NA | 27-08-1971 | NA | NA | 1 | 0 | 0 | 0 |
| Mr. | Rajesh Kandwal | AAMPK7650A | 02509203 | Non-Executive – Nominee | 21-01-2019 | - | - | NA | 20-07-1959 | NA | NA | 1 | 0 | 1 | 0 |



| 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) | Date of Birth | Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing Special Resolution | No of Directorship in listed entities including this listed entity | No of Independent Directorship in listed entities including this listed entity | No. 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 |
|-----------------|--------------------------|------------|----------|--|---|------------------------|-------------------|--------------------|---------------|---|------------------------------------|--|--|---|--|
| | | | | | Initial Date of Appointment | Date of Re-Appointment | Date of cessation | | | | | | | | |
| Mr. | Gyan Prakash Joshi | ACPPJ6440A | 00603925 | Non-Executive – Independent Director | 28-08-2015 | 28-08-2019 | - | 96 | 01-04-1955 | NA | NA | 1 | 1 | 1 | 0 |
| Dr. | Ashima Goyal | AAMPG2494A | 00233635 | Non-Executive – Independent Director | 28-04-2017 | - | - | 48 | 13-08-1955 | NA | NA | 2 | 2 | 2 | 1 |
| Mr. | Bhuwanchandra B Joshi | AADPJ3140M | 06713850 | Non-Executive – Independent Director | 09-10-2017 | - | - | 48 | 03-12-1956 | NA | NA | 1 | 1 | 0 | 0 |
| Mr. | Samaresh Parida | AAAPP0051A | 01853823 | Non-Executive – Independent Director | 19-05-2018 | - | - | 48 | 01-09-1960 | NA | NA | 1 | 1 | 1 | 1 |
| Mr. | N Jambunathan | ACHPN9216G | 05126421 | Non-Executive – Independent Director | 19-05-2018 | - | - | 48 | 16-03-1955 | NA | NA | 1 | 1 | 1 | 0 |
| Mr. | Deepak Singhal | ADQPS7554Q | 08375146 | Non-Executive – Independent | 28-02-2019 | - | - | 48 | 21-01-1959 | NA | NA | 1 | 1 | 0 | 0 |
| Mr. | Sanjay Gokuldas Kallapur | ARIPK0801E | 08377808 | Non-Executive – Independent | 05-03-2019 | - | - | 48 | 08-08-1963 | NA | NA | 1 | 1 | 1 | 0 |

OTHER COMPLIANCES:

| | |
|---|-----|
| Whether the Listed Entity has a Regular Chairperson | Yes |
| Whether Chairperson is related to MD & CEO | No |



II. Composition of Committees

i. Audit Committee

Whether regular chairperson appointed

Yes

| Sr. No. | Name of the Director | Chairperson/Membership | Category | Appointment Date | Cessation Date |
|---------|--------------------------|------------------------|--------------------------------|------------------|----------------|
| 1. | Samaresh Parida | Chairperson | Independent Director | 20-May-2018 | - |
| 2. | Samuel Joseph Jebaraj | Member | Executive Director | 20-Sep-2019 | - |
| 3. | Rajesh Kandwal | Member | Non-Executive Nominee Director | 25-Feb-2019 | - |
| 4. | Gyan Prakash Joshi | Member | Independent Director | 30-Sep-2015 | - |
| 5. | Dr. Ashima Goyal | Member | Independent Director | 30-Jun-2017 | - |
| 6. | Sanjay Gokuldas Kallapur | Member | Independent Director | 19-Mar-2019 | - |

ii. Stakeholders Relationship Committee

Whether regular chairperson appointed

Yes

| Sr. No. | Name of the Director | Chairperson/Membership | Category | Appointment Date | Cessation Date |
|---------|-----------------------|------------------------|----------------------|------------------|----------------|
| 1. | Dr. Ashima Goyal | Chairperson | Independent Director | 30-Jun-2017 | - |
| 2. | Samuel Joseph Jebaraj | Member | Executive Director | 20-Sep-2019 | - |
| 3. | Suresh Khatanhar | Member | Executive Director | 15-Jan-2020 | - |
| 4. | N Jambunathan | Member | Independent Director | 20-May-2018 | - |

iii. Risk Management Committee

Whether regular chairperson appointed

Yes

| Sr. No. | Name of the Director | Chairperson/Membership | Category | Appointment Date | Cessation Date |
|---------|--------------------------|------------------------|--------------------------------|------------------|----------------|
| 1. | Sanjay Gokuldas Kallapur | Chairperson | Independent Director | 19-Mar-2019 | - |
| 2. | Rakesh Sharma | Member | Executive Director | 27-Oct-2018 | - |
| 3. | Samuel Joseph Jebaraj | Member | Executive Director | 20-Sep-2019 | - |
| 4. | Suresh Khatanhar | Member | Executive Director | 15-Jan-2020 | - |
| 5. | Sudhir Shyam | Member | Non-Executive Nominee Director | 20-May-2018 | - |
| 6. | Bhuwanchandra B Joshi | Member | Independent Director | 31-Jan-2018 | - |

iv. Nomination and Remuneration Committee

Whether regular chairperson appointed

Yes

| Sr. No. | Name of the Director | Chairperson/Membership | Category | Appointment Date | Cessation Date |
|---------|-----------------------|------------------------|--------------------------------|------------------|----------------|
| 1. | Gyan Prakash Joshi | Chairperson | Independent Director | 25-Feb-2019 | - |
| 2. | Ms. Meera Swarup | Member | Non-Executive Nominee Director | 20-Aug-2019 | - |
| 3. | Rajesh Kandwal | Member | Non-Executive Nominee Director | 25-Feb-2019 | - |
| 4. | Bhuwanchandra B Joshi | Member | Independent Director | 25-Feb-2019 | - |
| 5. | N Jambunathan | Member | Independent Director | 25-Feb-2019 | - |



v. Corporate Social Responsibility Committee

Whether regular chairperson appointed

Yes

| Sr. No. | Name of the Director | Chairperson/Membership | Category | Appointment Date | Cessation Date |
|---------|-----------------------|------------------------|-----------------------------------|------------------|----------------|
| 1. | Rakesh Sharma | Chairman | Executive Director | 19-Mar-2019 | - |
| 2. | Samuel Joseph Jebaraj | Member | Executive Director | 20-Sep-2019 | - |
| 3. | Suresh Khatanhar | Member | Executive Director | 15-Jan-2020 | |
| 4. | Sudhir Shyam | Member | Non-Executive Nominee Director | 19-Mar-2019 | - |
| 5. | Dr. Ashima Goyal | Member | Independent Director | 31-Jan-2018 | - |

III. 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 | Meeting gap between previous quarters | Meeting gap between relevant quarters | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|---|---|---------------------------------------|---------------------------------------|--|------------------------------|---|
| 22-Oct-2019 | 15-Jan-2020 | | 35 | Yes | 12 | 7 |
| 08-Nov-2019 | 23& 24-Jan-2020 | 16 | 8 | Yes | 13 | 6 |
| 10-Dec-2019 | 11-Feb-2020 | 31 | 17 | Yes | 13 | 7 |

| | |
|---|----|
| Maximum gap between any two consecutive (in number of days) | 35 |
|---|----|

IV. 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 | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* | Meeting gap between previous quarters |
|-----------------------|--|---|--|------------------------------|---|---------------------------------------|
| Audit Committee | 22-Oct-2019 | 24-Jan-2020 | Yes | 6 | 4 | 24 |
| Audit Committee | 08-Nov-2019 | 11-Feb-2020 | Yes | 6 | 4 | 16 |
| Audit Committee | 10-Dec-2019 | | Yes | 6 | 4 | 31 |

| | |
|---|----|
| Maximum gap between any two consecutive (in number of days) | 31 |
|---|----|

* For relevant quarters only

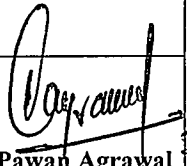
| V. Related Party Transactions | |
|--|--|
| Subject | Compliance status (Yes/No/NA) refer note below |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Not applicable |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |
| Remarks: Whenever material RPT takes place, the compliance required will be made. | |

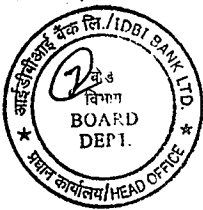


VI. Affirmations

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
 - 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. **Yes, the report for quarter ended December 31, 2019 has been placed before Board of Directors at its meeting held on February 11, 2020.**
6. Any comments/observations/advice of Board of Directors may be mentioned here: **Nil**

Place: Mumbai
Date: 22.04.2020


Pawan Agrawal
GM & Co. Secy. 22/04/20



ANNEXURE II

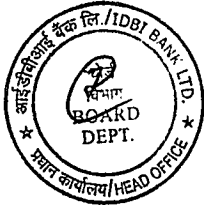
Format to be submitted by listed entity at the end of the financial year
(for the whole of financial year)

| <i>Item</i> | <i>Compliance status</i> <i>(Yes/No/NA)</i> | <i>If Yes provide link to</i> <i>website. If No / NA</i> <i>provide reasons</i> |
|---|--|---|
| As per regulation 46(2) of the LODR: | | |
| a) Details of business | Yes | www.idbibank.in |
| b) Terms and conditions of appointment of independent directors | Yes | www.idbibank.in |
| c) Composition of various committees of board of directors | Yes | www.idbibank.in |
| d) Code of conduct of board of directors and senior management personnel | Yes | www.idbibank.in |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | www.idbibank.in |
| f) Criteria of making payments to non-executive directors | Yes | www.idbibank.in |
| g) Policy on dealing with related party transactions | Yes | www.idbibank.in |
| h) Policy for determining 'material' subsidiaries | Yes | www.idbibank.in |
| i) Details of familiarization programs imparted to independent directors | Yes | www.idbibank.in |
| j) email address for grievance redressal and other relevant details | Yes | www.idbibank.in |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | www.idbibank.in |
| l) Financial results | Yes | www.idbibank.in |
| m) Shareholding pattern | Yes | www.idbibank.in |
| n) Details of agreements entered into with the media companies and/or their associates | N.A | - |
| o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes | www.idbibank.in |
| p) New name and the old name of the listed entity | N.A | |



| | | |
|--|-----|-----------------|
| q) Advertisements as per regulation 47 (1) | Yes | www.idbibank.in |
| r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | Yes | www.idbibank.in |
| s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | www.idbibank.in |
| As per other regulations of the LODR: | | |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | www.idbibank.in |
| b) Materiality Policy as per Regulation 30 | Yes | www.idbibank.in |
| c) Dividend Distribution policy as per Regulation 43A (as applicable) | Yes | www.idbibank.in |

It is certified that these contents on the website of the listed entity are correct.



| II. Annual Affirmations | | |
|---|------------------------------|--|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| 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), 17(1A) & 17(1B) | Yes |
| Meeting of board of directors | 17(2) | Yes |
| Quorum of board meeting | 17(2A) | 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 |
| Recommendation of board | 17(11) | Yes |
| Maximum number of directorship | 17A | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of Nomination & Remuneration Committee | 19(1) & (2) | Yes |
| Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| Meeting of Nomination & Remuneration Committee | 19(3A) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2) and 20(2A) | Yes |
| Meeting of Stakeholder Relationship Committee | 20 (3A) | Yes |
| Composition and role of Risk Management Committee | 21(1),(2),(3),(4) | Yes |
| Meeting of Risk Management Committee | 21(3A) | Yes |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(1A),(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 |
| Disclosure of related party transactions on consolidated basis | 23(9) | Yes |



| | | |
|---|-------------------------|-----|
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Annual Secretarial Compliance Report | 24(A) | Yes |
| Alternate Director to Independent Director | 25(1) | NA |
| Maximum Tenure | 25(2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Declaration from Independent Director | 25(8) & (9) | Yes |
| Directors and Officers insurance | 25(10) | 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 |

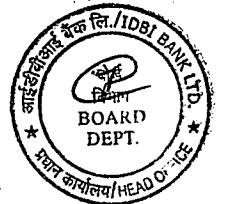
III. Affirmations:

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

Place: Mumbai

Date: 22.04.2020

Pawan Agrawal
22/04/2020
Pawan Agrawal
GM & Co. Secy.

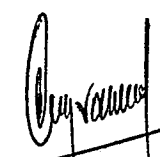


Annexure III

| Affirmations | | |
|--|--------------------------------------|-------------------------------|
| Broad Heading | Regulation Number | Compliance Status (Yes/No/NA) |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |

Place: Mumbai

Date: 22.04.2020


22/04/2020
Pawan Agrawal
GM & Co. Secy.

