

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - IDBI Bank Limited
2. Quarter ending - March 31, 2016

I. Composition of Board of Directors									
Title (Mr. / Ms)	Name of the Director	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 (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.	B.K.Batra	00015732	Executive - DMD	13.01.2012	-	NA	1	2	0
Ms.	Snehlata Shrivastava	06478173	Non- Executive - Govt. Nominee	11.01.2013	-	NA	2	2	0
Mr.	S. Ravi	00009790	Non- Executive - Independent Director	02.07.2012	01.07.2016	4 years	1	2	1
Mr.	Ninad Karpe	00030971	Non- Executive - Independent Director	02.07.2012	01.07.2016	4 years	3	3	1
Mr.	Pankaj Vats	06712380	Non- Executive - Independent Director	30.09.2013	29.09.2016	3 years	1	2	1
Mr.	Gyan Prakash Joshi	00603925	Non- Executive - Independent Director	28.08.2015	30.09.2016	1 year 1 month	1	1	0

II. Composition of Committees		
Name of Committee	Name of Committee members	Category
1. Audit Committee	Shri S. Ravi - Chairman	Non- Executive - Independent
	Shri B.K.Batra	Executive - DMD
	Ms. Snehlata Shrivastava	Non- Executive - Govt. Nominee
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Pankaj Vats	Non- Executive - Independent
	Shri Gyan Prakash Joshi	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
	Shri Pankaj Vats	Non- Executive - Independent
Remuneration Committee	Name of Committee members	Category
	Ms. Snehlata Shrivastava - Chairperson	Non- Executive - Govt. Nominee
	Shri S. Ravi	Non- Executive - Independent
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Pankaj Vats	Non- Executive - Independent

*In terms of Government 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 B.K.Batra	Executive - DMD
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Gyan Prakash Joshi	Non- Executive - Independent

4. Stakeholders Relationship Committee'	Name of Committee members	Category
	Shri Pankaj Vats - Chairman	Non- Executive - Independent
	Shri B.K.Batra	Executive - DMD
	Shri S. Ravi	Non- Executive - Independent

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter - October - December 2015	Date(s) of Meeting (if any) in the relevant Quarter - January -March 2016	Maximum gap between any two consecutive (in number of days)
04.11.2015 16.12.2015	12.02.16 19.02.16 22.03.16	57 days


Note: Gap between two meetings s calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter

IV. Meeting of Committees - Audit Committee

Date(s) of meeting of the committee in the previous quarter	Whether requirement of Quorum met (Yes No) (details	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive
04.11.2015	Yes (Total -6, Present -6)	29.01.16	43 days
24.11.2015	Yes (Total -6, Present -5)	12.02.16	
16.12.2015	Yes (Total -6, Present -6)	15.03.16	

Note: Gap between two meetings s calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter



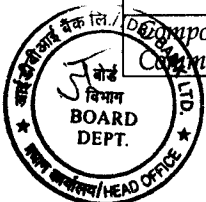
V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
Remarks: Whenever material RPT takes place, the compliance required will be made.	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 Yes</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee (The composition of Nomination and Remuneration Committee is as per SEBI (Listing obligations and disclosure requirements) Regulations, 2015 and RBI/ GOI circular/directives.</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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</p> <p>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</p> <p>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:</p> <p>The report for quarter ended December 31, 2015 has been placed before Board of Directors at its meeting held on February 12, 2016.</p>	
<p>Place: Mumbai Date: 06.04.06</p>	<p> Pawan Agrawal Company Secretary</p>



Annexure II

Corporate Governance Report for FY 2015-16

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	
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 2015-16	
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		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	NA
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<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

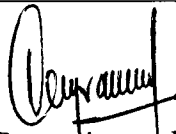


Particulars	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related 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**

Place: Mumbai
Date: 06.04.2016


Pawan Agrawal
Company Secretary

