



CIN: L65190MH2004GO1148838

आईडीबीआई बैंक लिमिटेड

पंजीकृत कार्यालय : आईडीबीआई टॉवर,

डब्ल्यूटीसी कॉम्प्लेक्स, कफ परेड,

मुंबई - 400 005.

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IDBI Bank Limited

Regd. Office : IDBI Tower,

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Mumbai - 400 005.

TEL.: (+91 22) 6655 3355, 2218 9111

FAX : (+91 22) 2218 0411

Website : www.idbi.com

12 जुलाई 2016

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 June 30, 2016**

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we forward herewith the quarterly compliance report on Corporate Governance as on June 30, 2016.

Kindly acknowledge receipt and take the above on record.

भवदीय

कृते आईडीबीआई बैंक लिमिटेड

 12/07/16.

[पवन अग्रवाल]

कंपनी सचिव

संलग्न: उपर्युक्त

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - IDBI Bank Limited
2. Quarter ending - June 30, 2016

<b>I. Composition of Board of Directors</b>									
Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/independent/Non minee)	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 Regulation)	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
Mr.	Pankaj Jain	00675922	Non- Executive Govt. Nominee	02.05.2016	-	NA	1	1	0
Mr.	Ashok Pal Singh	07562972	Non- Executive Govt. Nominee	27.06.2016\$	-	NA	1	0	0
Mr.	S. Ravi	00009790	Non- Executive Independent Director	02.07.2012	01.07.2016#	4 years	2	3	2
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	22.07.2016*	10 months	1	1	0

**Notes:**

\$The DIN Number for Shri Ashok Pal Singh was received on July 8, 2016

#Proposed to be re-appointed as Independent Director for last term of 4 years through Special Resolution to be passed at the 12<sup>th</sup> AGM of the Bank to be held on July 22, 2016

\*Shri Gyan Prakash Joshi was appointed as Additional Director. In the Annual General Meeting scheduled on July 22, 2016, it is proposed to appoint him as Independent Director for the first term of four years.

@Shri Pankaj Vats has been appointed for a period of three years from September 30, 2013 and thereafter until his successor assumes office or until further order, whichever is earlier.



<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<b>Name of Committee members</b>	<b>Category</b>
1. Audit Committee	Shri S. Ravi - Chairman	Non- Executive - Independent
	Shri B.K.Batra	Executive - DMD
	Shri Pankaj Jain	Non- Executive - Govt. Nominee
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Pankaj Vats	Non- Executive - Independent
	Shri Gyan Prakash Joshi	Non- Executive - Independent

<b>2. Nomination &amp; Remuneration Committee*</b>		
<i>Nomination Committee</i>	<b>Name of Committee members</b>	<b>Category</b>
	Shri Ninad Karpe- Chairman	Non- Executive - Independent
	Shri S. Ravi	Non- Executive - Independent
	Shri Pankaj Vats	Non- Executive - Independent
<i>Remuneration Committee</i>	<b>Name of Committee members</b>	<b>Category</b>
	Shri Pankaj Jain - Chairman	Non- Executive - Govt. Nominee
	Shri Ashok Pal Singh	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.

<b>3. Risk Management Committee</b>	<b>Name of Committee members</b>	<b>Category</b>
	Shri S. Ravi - Chairman	Non- Executive - Independent
	Shri Ashok Pal Singh	Non- Executive - Govt. Nominee
	Shri B.K.Batra	Executive - DMD
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Gyan Prakash Joshi	Non- Executive - Independent

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

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter - January- March 2016</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter - April -June 2016</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12.02.16 19.02.16 22.03.16	29.04.16 20.05.16 29.06.16	39 days



**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*
29.01.16 12.02.16 15.03.16	29.04.16 11.05.16 20.05.16 29.06.16	Yes (Total -6, Present -6) Yes (Total -6, Present -5) Yes (Total -6, Present -5) Yes (Total -6, Present -6)	44 days

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

<b>V. Related Party Transactions</b>	
<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	Not applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

**Remarks:** Whenever material RPT takes place, the compliance required will be made.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 **Yes**
  - Audit Committee
  - 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.
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- 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**
- 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**
- 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 March 31, 2016 has been placed before Board of Directors at its meeting held on April 29, 2016.**

Place: Mumbai  
Date: 12.07.16

  
Pawan Agrawal  
Company Secretary

12/07/16

