

06 अक्टूबर 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 September 30, 2016**

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we forward herewith:

- i. The quarterly compliance report on Corporate Governance as on September 30, 2016 at Annexure I and
- ii. The Half Yearly Compliance Report on Corporate Governance as at September 30, 2016 at Annexure II.

Kindly acknowledge receipt and take the above on record.

भवदीय  
कृते आईडीबीआई बैंक लिमिटेड

  
[पवन अग्रवाल] 6/10/16  
कंपनी सचिव

संलग्न: उपर्युक्त

**Annexure I**  
**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - IDBI Bank Limited
2. Quarter ending - September 30, 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	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.	Kishor Kharat	07266945	Executive - MD & CEO*	14.08.2015	-	NA	1	0	0
Mr.	K P Nair	02611496	Executive - DMD	15.09.2016	-	NA	1	2	0
Mr.	G M Yadwarkar	01432796	Executive - DMD	15.09.2016	-	NA	1	1	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	02.07.2016	01.07.2020	4 years	2	3	2
Mr.	Ninad Karpe	00030971	Non- Executive Independent Director	02.07.2016	01.07.2020	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	27.08.2019	4 years	1	1	0
Ms.	Neeru Abrol	01279485	Non- Executive Independent Director	29.07.2016	30.09.2017	1 year 2 months	2	2	0

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 Kishor Kharat, MD & CEO chairs the Meetings of Board of Directors in terms of Article 143 & 154(4) of Articles of Association.

\$ Shri Pankaj Vats was appointed for a period of three years from September 30, 2013 to September 29, 2016 and thereafter until his successor assumes office or until further orders, whichever is earlier.

# Ms. Neeru Abrol was appointed as Additional Director w.e.f. July 29, 2016.



<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 K.P.Nair	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

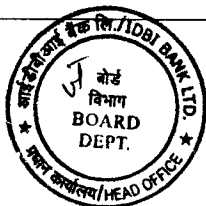
<b>2. Nomination &amp; Remuneration Committee*</b>		
<i>Name of Committee</i>	<b>Name of Committee members</b>	<b>Category</b>
Nomination Committee	Shri Ninad Karpe- Chairman	Non- Executive - Independent
	Shri S. Ravi	Non- Executive - Independent
	Shri Pankaj Vats	Non- Executive - Independent
Remuneration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

<b>5. Corporate Social Responsibility Committee</b>	<b>Name of Committee members</b>	<b>Category</b>
	Shri Kishor Kharat	Executive- MD & CEO
	Shri K.P.Nair	Executive - DMD
	Shri G.M.Yadwadkar	Executive - DMD
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Pankaj Vats	Non- Executive - Independent



<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter - April - June 2016</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter - July -September 2016</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
29.04.16 20.05.16 29.06.16	29.07.16 11.08.16 29.09.16	48

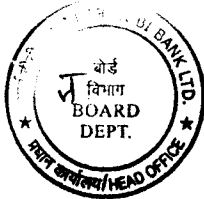
Note: Gap between two meetings is calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter

**IV. Meeting of Committees - Audit Committee**

<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (Yes/No) (details)</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
29.04.16 11.05.16 20.05.16 29.06.16	11.08.16 29.09.16	Yes (Total -6, Present -6) Yes (Total -6, Present -6)	48

Note: Gap between two meetings is 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.
<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 June 30, 2016 has been placed before Board of Directors at its meeting held on August 11, 2016.**

Place: Mumbai  
Date: 06.10.16

  
Pawan Agrawal  
Company Secretary



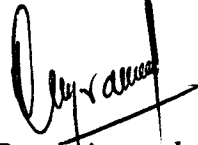
**Annexure II**

**Corporate Governance Report for Half- Year ending September 30, 2016**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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. The Chairman of Audit Committee of the Board, Shri S Ravi, attended the Annual General Meeting
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes. The Chairman of Nomination Committee, Shri Ninad Karpe, attended the Annual General Meeting. The Chairman of Remuneration Committee, Shri Pankaj Jain nominated Shri S. Ravi, Member of Remuneration Committee, to attend the AGM on his behalf.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

- Note**
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
  - 2 If status is "No" details of non-compliance may be given here.
  - 3 If the Listed Entity would like to provide any other information the same may be indicated here.

Place: Mumbai  
Date: 06.10.16

  
Pawan Agrawal  
Company Secretary

