



CIN: L65190MH2004GOI148838

आईडीबीआई बैंक लिमिटेड  
पंजीकृत कार्यालय : आईडीबीआई टॉवर,  
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अक्टूबर १०, २०१७

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,

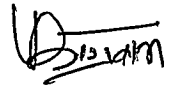
**Report on Corporate Governance as on September 30, 2017**

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

- i. The quarterly compliance report on Corporate Governance as on September 30, 2017 at Annexure I; and
- ii. The Half Yearly Compliance Report on Corporate Governance as at September 30, 2017 at Annexure II.

Kindly acknowledge receipt and take the above on record.

भवदीय,  
कृते आईडीबीआई बैंक लिमिटेड

  
[पवन अग्रवाल]  
कंपनी सचिव

10/10/17

**Annexure I**

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - IDBI Bank Limited
2. Quarter ending - September 30, 2017

<b>I. Composition of Board of Directors</b>										
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	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.	Mahesh Kumar Jain	ABBPI4294P	03513127	Executive - MD & CEO	03.04.2017	-	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	ABPPI3009G	00675922	Non- Executive - Govt. Nominee	02.05.2016	-	NA	1	1	0
Mr.	Praveen Garg	ADCPG8341H	00208604	Non- Executive - Govt. Nominee	07.02.2017	-	NA	1	0	0
Mr.	S. Ravi	ABEPR9526M	00009790	Non- Executive - Independent Director	02.07.2016	01.07.2020	4 years	3	5	2
Mr.	Ninad Karpe	ACBPK0044R	00030971	Non- Executive - Independent Director	02.07.2016	01.07.2020	4 years	3	3	1
Mr.	Gyan Prakash Joshi	ACCPJ6440A	00603925	Non- Executive - Independent Director	28.08.2015	27.08.2019	4 years	1	1	0
Ms.	Ashima Goyal	AAMPG2494A	00233635	Non- Executive - Independent Director	28.04.2017	27.04.2021	4 years	2	3	1
Ms.	Neeru Abrol §	AAAPA0048G	01279485	Non - Executive - Independent Director	29.07.2016	18.07.2017#	1 year	2	4	2

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 Mahesh Kumar Jain, MD & CEO chairs the Meetings of Board of Directors in terms of Article 143 & 154(4) of Articles of Association.
- # Ms. Neeru Abrol, who was appointed as Additional Director w.e.f. July 29, 2016, ceased to be Additional Director w.e.f. July 18, 2017 i.e. on the date of 13<sup>th</sup> AGM of the Bank in terms of the provisions of Section 161(1) of the Companies Act, 2013.
- § The Intermittent vacancy on the Board of Ms. Neeru Abrol, which was required to be filled by October 17, 2017, has been filled with the appointment of Shri Bhuwanchandra Balkrishna Joshi as Additional Director w.e.f. October 09, 2017.



<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 Gyan Prakash Joshi	Non- Executive - Independent
	Dr. Ashima Goyal	Non- Executive - Independent

<b>2. Nomination &amp; Remuneration Committee*</b>		
<b>Nomination Committee</b>	<b>Name of Committee members</b>	<b>Category</b>
	Shri Ninad Karpe- Chairman	Non- Executive - Independent
	Shri S. Ravi	Non- Executive - Independent
	Dr. Ashima Goyal	Non- Executive - Independent
<b>Remuneration Committee</b>	<b>Name of Committee members</b>	<b>Category</b>
	Shri Pankaj Jain - Chairman	Non- Executive - Govt. Nominee
	Shri Praveen Garg	Non- Executive - Govt. Nominee
	Shri Ninad Karpe	Non- Executive - Independent
	Shri Gyan Prakash Joshi	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 SEBI (LODR) Regulations 2015. Constitution of Remuneration Committee is as per the Govt. of India's directions.

<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 Praveen Garg	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>
	Dr. Ashima Goyal	Non- Executive - Independent, Chairperson
	Shri K.P. Nair	Executive - DMD
	Shri G.M. Yadwadkar	Executive - DMD
	Shri S. Ravi	Non- Executive - Independent

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III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter - April -June 2017	Date(s) of Meeting (if any) in the relevant Quarter - July -September 2017	Maximum gap between any two consecutive meetings (in number of days)
28.04.17 18.05.17 19.05.17 30.05.17 30.06.17	14.08.17 08.09.17 21.09.17	44

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)
18.05.17 29.05.17 30.06.17	14.08.17 30.08.17 08.09.17	Yes (Total -6, Present -6) Yes (Total -6, Present -5) Yes (Total -6, Present -5)	44

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	N.A.
<i>Remarks:</i> 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, 2017 has been placed before Board of Directors at its meeting held on August 14, 2017.

Place: Mumbai  
Date: October 10, 2017

  
Pawan Agrawal  
Company Secretary

Annexure II

Corporate Governance Report for Half- Year ending September 30, 2017

<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 13 <sup>th</sup> Annual General Meeting held on July 18, 2017
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 13 <sup>th</sup> Annual General Meeting held on July 18, 2017. The Chairman of Remuneration Committee, Shri Pankaj Jain nominated Shri Ninad Karpe, Member of Remuneration Committee, to attend the 13 <sup>th</sup> Annual General Meeting, held on July 18, 2017, 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: October 10, 2017

  
Pawan Agrawal  
Company Secretary