IDBI BANK
CIN: L65190MH2004GOI148838

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

नवम्बर ०९, २०१५

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	The Manager (Listing) Bombay Stock Exchange Ltd., 25th Floor, Phiroz Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001

Dear Sir,

Minutes of EGM held on November 04, 2015

In terms of Clause 31(d) of the Listing Agreement, we hereby forward a copy of the minutes of Extra-Ordinary General Meeting of IDBI Bank Ltd. held on November 04, 2015.

Kindly acknowledge receipt and take the above on record.

भवदीय,
कृते आईडीबीआई बैंक लिमिटेड

[पवन अग्रवाल]
कंपनी सचिव

संलग्न : उपर्युक्त

Minutes of the Extra-Ordinary General Meeting (EGM) of IDBI Bank Limited (the Bank) held on Wednesday, November 04, 2015 at 3.30 p.m. at Yashwantrao Chavan Centre Auditorium, Gen. Jagannathrao Bhonsle Marg, Mumbai- 400 021

ATTENDANCE

Members Present

In Person	134 Members [including Shri Govind Ram, Under Secretary(FI), Government of India, Department of Financial Services as Authorised Representative of Hon'ble President of India]
By Proxy	2 Members representing 3181132 number of shares

Requisite Quorum was present throughout the EGM.

Directors Present

Shri Kishor Kharat	MD & CEO – In Chair
Shri B.K Batra	Deputy Managing Director
Shri S. Ravi	Director and Chairman-ACB (also Representing Chairman of the Remuneration Committee and Nomination Committee)
Shri Pankaj Vats	Director and Chairman –Stakeholders' Relationship Committee
Shri Gyan Prakash Joshi	Director

CHAIRMAN'S INITIALS

आईडीबीआई बैंक लि./IDBI BANK LTD. बोर्ड विभाग BOARD DEPT. प्रधान कार्यालय/HEAD OFFICE

Auditors Present

Shri Nilesh Ramesh Joshi, FCA Partner, Chokshi & Chokshi, Chartered Accountants, Mumbai.	Statutory Auditor
Shri Abhay Kamat Partner, Mukund M. Chitale & Co., Chartered Accountants, Mumbai.	Statutory Auditor
Ms. Malati A. Kumar Partner, M/s. S.N. Ananthasubramanian & Co.	Secretarial Auditor

In Attendance

Shri R.K. Bansal	Executive Director
Shri Viney Kumar	Executive Director
Shri S.K.V. Srinivasan	Executive Director
Shri P. Sitaram	Executive Director
Shri K.P Nair	Executive Director
Smt. Mythili B.	Executive Director
Shri N.S. Venkatesh, FCA	Executive Director & CFO
Shri A.L Bongirwar	Executive Director
Shri G.M. Yadwadkar	Executive Director
Shri G.A Tadas	Executive Director
Shri Suneet Kumar Mathur	Executive Director & CVO
Shri Pawan Agrawal, FCS	Company Secretary

PROCEEDINGS

In terms of the provisions of Section 104 of the Companies Act, 2013 read with Article 89 of the Articles of Association of the Bank, having been elected by the Directors present in the EGM, Shri Kishor Kharat, MD & CEO took the chair. As, in terms of Section 103 of the Companies Act, 2013 read

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बोर्ड विभाग
BOARD DEPT.
प्रधान कार्यालय/HEAD OFFICE

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with Article 87 of the Articles of Association, the requisite quorum for the meeting was present, Chairman of the Meeting called the meeting to order.

As required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 a copy of the certificate of Statutory Auditors certifying that the Preferential Issue to Govt. of India was being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2009, was placed before the Members at the EGM.

Chairman of the Meeting welcomed the Members present in the EGM and introduced the Directors present on the dais. Chairman of Audit Committee of the Board, Shri S. Ravi and Chairman of Stakeholders' Relationship Committee, Shri Pankaj Vats were present in the meeting. The Members were apprised that the Govt. Director, Ms. Snehlata Shrivastava and Independent Director, Shri Ninad Karpe were not being able to be present in the EGM. Chairman referred to the Notice dated October 1, 2015 convening the EGM and, with the consent of Members present, the notice was taken as read.

Chairman of the Meeting informed the Members that, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, IDBI Bank provided e-voting facility to the Members vide EGM Notice dated October 01, 2015 dispatched between October 5 to 8, 2015. Members voted through e-voting till November 3, 2015 (5:00 PM IST), being the last date fixed for e-voting. Further, on November 04, 2015, the day of the EGM, NSDL's Tab voting facility was provided to the Members present in person or by proxy to enable those Members to vote who could not do remote e-voting earlier. In view of this, voting by show of hands was not allowed in the EGM in terms of the provisions of Section 107 of the Companies Act, 2013 and the provisions for Demand of

CHAIRMAN'S INITIALS

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Poll were also not applicable or relevant in view of MCA's clarification of June 17, 2014.

Chairman gave brief description of the item of business on the EGM Notice and advised that, while Shareholders' approval was proposed to be taken for Preferential Issue of upto 29,60,94,580 shares to Govt. of India aggregating upto Rs.2229 crore, in case Govt. of India gives lesser amount to IDBI Bank, less number of shares will be allotted to Govt. of India. Thereafter, Chairman of the Meeting invited the Members to speak or ask questions / clarifications relating to the Item of Business for Preferential Issue of Equity Shares to Govt. of India. A few Members, viz. Mrs. Ashalata Maheshwari, Mr. Seshan Krishnamorthy, Mr.Vinod Agarwal, Mr.Gautam Tiwari, Mr. Michael Martns, Mr. Beruz Feramroz, Mr. H.P. Kotwani, Mr. Vinay Bhide, Mr. Mohan Chandiramani, Mr. Sudhir S. Vartak, Mr. Dinesh Bhatia and Mrs. H.S. Patel spoke in the meeting, raised queries, sought clarifications and gave suggestions, viz., percentage increase in CAR due to proposed Preferential Issue, how the issue amount will be utilized by the Bank, post issue networth of the Bank, issues in the services of Karvy, RTAs of IDBI Bank, requests to make Rights Issue or Bonus Issue, how the Preferential Issue price was determined at ₹ 75.28 when the current market price was near ₹ 85, possibility of declaration of Interim Dividend this year, Bank's exposure to Kingfisher Airlines alongwith outstanding amount and steps being taken to recover it, whether there is likely to be an increase in Dividend due to the proposed capital infusion by Govt. of India, details of quarterly results declared by the Bank, some dissents to issue additional shares to Govt. of India when SEBI requires minimum Public holding of 25%, how the capital infusion will impact DER and NPAs of the Bank, etc. After the members finished speaking, Chairman of the Meeting

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replied to the queries raised by members, noted the suggestions given by them and appreciated and thanked the members for taking keen interest in the performance of the Bank.

The Board had appointed M/s. S.N Ananthasubramanian & Co. as Scrutinizers to scrutinize the votes cast through e-voting and Tab voting at EGM venue. Scrutinizers prepared and submitted their consolidated Report on the e-voting and Tab voting at the EGM on November 04, 2015, i.e., upon conclusion of the EGM in terms of Rule 20 of the Companies (Management & Administration) Rules, 2014.

Based on the Scrutinizer's Consolidated Report dated November 04, 2015, Chairman of the Meeting declared that 1 (one) Special Resolution contained in IDBI Bank's EGM Notice dated October 01, 2015 had been duly passed on the date of the EGM, i.e., November 04, 2015 [Chairman of the Meeting's declaration of Voting Result dated November 05, 2015 alongwith the Scrutinizers Report dated November 04, 2015 are annexed as part of these minutes].

Chairman of the Meeting, then, invited the Members to formally propose and second the Resolution. The Item of Business was transacted and the Resolution was passed as per details given below :

Special Business

Item No.1

"RESOLVED THAT, pursuant to section 62(1)© and other applicable provisions, if any, of the Companies Act, 2013, the B.R. Act, 1949, Articles of Association of the Bank, SEBI (ICDR) Regulations, 2009

CHAIRMAN'S INITIALS

आईडीबीआई बैंक लि./IDBI BANK LTD. बोर्ड विभाग BOARD DEPT. प्रधान कार्यालय/HEAD OFFICE

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and other applicable law(s), if any and subject to approval of Govt. of India, other statutory/regulatory bodies, if any, as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting their approval and which may be agreed to by the Board of Directors of the Bank, the consent of Shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank to offer, issue and allot upto 29,60,94,580 number of equity shares of the Bank at a price of ₹ 75.28 per share comprising of the face value of ₹ 10/- each and premium of ₹ 65.28 per equity share (calculated as per SEBI formula with reference to the Relevant Date of October 05, 2015) aggregating to ₹ 2229 crore (Rupees Two Thousand Two Hundred and Twenty Nine Crore only) to Govt. of India (GoI) on Preferential Allotment basis, in terms of the provisions of chapter VII of the SEBI (ICDR) Regulations, 2009, the amount of said capital issued under the Preferential Allotment, to be added to the existing paid-up share capital of the Bank."

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorized to do or cause to be done all such acts, deeds and other things including delegating its authority in this regard to MD & CEO of the Bank, as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

The Resolution was proposed by Mr. Gautam Tiwari, Member and seconded by Mr. Vinod Agarwal, Member in the EGM.

On the basis of remote e-voting and Tab voting at the EGM and the Scrutinizers' Report dated November 04, 2015, the above Resolution was passed as Special Resolution with 1,41,01,69,441 votes cast in favour and 26,51,057 votes cast against the Resolution.

CHAIRMAN'S INITIALS

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Chairman of the Meeting conveyed his thanks to the Members and all other participants present in the meeting for their kind co-operation in conducting the meeting and declared the meeting as closed. The EGM, thus, concluded at 4.40 p.m.

(Kishore Kharat)
DIN 07266945
MD & CEO
Chairman of the Meeting

Place : Mumbai
Date : November 09, 2015

Entered in the Minutes book on 7/11/2015

CHAIRMAN'S INITIALS

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IDBI BANK LIMITED

Declaration of result of remote e-voting and e-voting at the EGM Venue in respect of Extra-Ordinary General Meeting of IDBI Bank Ltd. held on November 04, 2015

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, IDBI Bank provided the facility of remote e-voting to the Members vide EGM Notice dated October 01, 2015 despatched to the Members during October 5 to 8, 2015. Members casted their votes electronically till November 03, 2015, being the last date fixed for e-voting. Further, on November 04, 2015, the day of the EGM, e-voting facility through the tablets provided by NSDL was provided at the EGM Venue to enable those Members to vote who could not vote earlier through remote e-voting. The Board had appointed M/s. S.N Ananthasubramanian & Co. as Scrutinizers to Scrutinize the votes cast through remote e-voting and e-voting at the EGM venue. Scrutinizers prepared and submitted the Consolidated Report of the total votes cast in favour or against on remote e-voting and e-voting at the EGM venue on November 04, 2015 in terms of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.

Based on the Consolidated Scrutinizer's Report dated November 04, 2015, I hereby declare that 1 (one) resolution contained in IDBI Bank's EGM Notice dated October 1, 2015, has been duly passed with requisite majority on the date of the EGM, i.e., November 04, 2015 as per the details given below :

Item No.	Brief description of the Resolution	Votes in favour (Assent)	Votes against (Dissent)	Passed as
1.	Resolution u/s 62(1)(c) of the Companies Act, 2013 to offer, issue and allot upto 29,60,94,580 equity shares of ₹ 10/- each at a price of ₹ 75.28 per share aggregating to ₹ 2229 crore to Government of India on Preferential Allotment basis	1,41,01,69,441	26,51,057	Special Resolution

आई.डी.बी.आई. बैंक लि./IDBI BANK LTD. बोर्ड विभाग BOARD DEPT. प्रधान कार्यालय/HEAD OFFICE

The Scrutinizer's Report dated November 04, 2015 is attached herewith.

Place : Mumbai
Date : November 05, 2015

(Kishor Kharat)
DIN 07266945
MD & CEO
Chairman of the Meeting

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S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

4th November, 2015

To,
The Managing Director and Chief Executive Officer,
IDBI Bank Limited,
IDBI Tower, WTC Complex,
Cuffe Parade,
Mumbai-400005

Dear Sir,

At the outset, we would like to express our gratitude to the Board of Directors of the Bank for appointing us as the Scrutinizer for the remote e-Voting and voting by members of the Bank at the Extraordinary General Meeting held on Wednesday, 4th November, 2015.

We are pleased to submit our Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Malati A-Kumar

Malati Kumar

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

SCRUTINIZER'S REPORT

NAME OF THE BANK	**IDBI Bank Limited**
MEETING	**Extraordinary General Meeting**
DATE & TIME	**4th November, 2015 at 3.30 p.m.**
VENUE	**Yashwantrao Chavan Centre Auditorium, General Jagannathrao Bhonsale Marg, Mumbai-400021**

1. Appointment as Scrutinizer:

We were appointed as Scrutinizer for the remote e-Voting as well as the electronic voting conducted at the Extraordinary General Meeting (EGM) of **IDBI Bank Limited** (hereinafter referred to as **the Bank)** held on Wednesday, 4th November, 2015 at 3.30 p.m. at Yashwantrao Chavan Centre Auditorium, General Jagannathrao Bhonsale Marg, Mumbai-400021.

2. Dispatch of Notice convening the Meeting

The Bank has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Bank completed dispatch of the Notice of the EGM;

- On **08/10/2015** by e-mail to **2,00,529** Members who had registered their email-ids with Depositories/the Bank;
- On **8/10/2015** by Courier to **1,62,592** Members, on **08/10/2015** by Speed Post to **45,311** Shareholders in physical form.

3. Cut-off date

The Voting rights were reckoned as on **Wednesday, 28th October, 2015,** being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO 10980 COMPANY SECRETARIES

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

4. Remote e-Voting

4.1 Agency:

The Bank has appointed National Securities DepositoryLimited (NSDL) as the agency for providing the remote e-voting platform.

4.2 Remote e-Voting:

Remote e-Voting platform was open from **12.00 a.m. on Saturday, 31st October, 2015 to 5.00 p.m. on Tuesday, 3rd November, 2015** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution, on the e-Voting platform provided by NSDL.

5. Voting at the EGM:

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the remote e-Voting agency provided us with the names, DP Id & Client ID / folio numbers and shareholding of the members who had cast their votes through remote e-Voting.

5.3 NSDL provided e-voting facility to the Members who attended the meeting.

6. Counting Process

6.1 On completion of voting at the Meeting, NSDL provided us with the List of Members who had cast their votes, with their holding details and details of vote cast on the Resolution.

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER COMPANY SECRETARIES

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6.2 The votes were reconciled with the records maintained by the Bank and RTA with respect to the authorizations / proxies lodged with the Bank.

6.3 We unblocked the remote e-Voting results on the NSDL E-voting platform before Mr. S. N. Viswanathan and Mr. Anil Joshi and downloaded the remote e-Voting results.

6.4 In terms of Section 12(2) of Banking Regulation Act, 1949, no person holding shares in a banking company shall, in respect of any shares held by him, exercise voting rights in excess of ten percent of the total voting rights of all the shareholders of the banking company. The Bank being a Government Company is being considered as a Public Sector Bank on par with other Public Sector Banks constituted under Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/80, the said restriction is not being considered for shares held by Government of India.

7. Results

7.1 We observed that
a) **96** Members had cast their votes at the meeting
b) **271** Members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to the item on the agenda as set out in the Notice of the EGM dated 1st October, 2015 is enclosed.

7.3 Based on the aforesaid result, we report that, the **Special Resolution** as contained in the Notice dated 1st October, 2015 has been passed with **requisite majority.**

Malati A. Kumar

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP NO. 10980 COMPANY SECRETARIES

Malati Kumar

Date : 4th November, 2015
Place : Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

Consolidated Results

Item No. 1: Offer, Issue and allot 29,60,94,580 equity shares of Rs. 10/- each for cash at a price of Rs. 75.28 per share, aggregating to Rs. 2229 Crore to Government of India on Preferential basis.

Particulars	Number of Votes contained in						Percentage (%)
	Remote e-Votes		Voting at the EGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	259	18,31,25,156	87	1,22,70,44,285	346	1,41,01,69,441	99.81
Dissent	12	26,48,748	9	2,309	21	26,51,057	0.19
Total	271	18,57,73,904	96	1,22,70,46,594	367	1,41,28,20,498	100.00

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 1** of the Notice dated **1st October, 2015**, has been passed with **requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. MALATI KUMAR PARTNER CP No. 10980 COMPANY SECRETARIES

Malati A. Kumar

Malati Kumar

Date : 4th November, 2015
Place : Mumbai