IDBI BANK

CIN : L65190MH2004GOI148838

आईडीबीआई बैंक लिमिटेड
पंजीकृत कार्यालय : आईडीबीआई टॉवर,
डब्ल्यूटीसी कॉम्प्लेक्स, कफ परेड,
मुंबई - 400 005.
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जुलाई ०२, २०१४

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 10th AGM held on June 30, 2014

In terms of Clause 31(d) of the Listing Agreement, we hereby forward a copy of the minutes of 10th Annual General Meeting of IDBI Bank Ltd. held on June 30, 2014.

Kindly acknowledge receipt and take the above on record.

भवदीय,
कृते आईडीबीआई बैंक लिमिटेड

2/07/14
[पवन अग्रवाल]
कंपनी सचिव

संलग्न : उपर्युक्त

Minutes of the 10th (Tenth) Annual General Meeting (AGM) of IDBI Bank Limited (the Bank) held on Monday, June 30, 2014 at 3.30 p.m. at Yashwantrao Chavan Centre Auditorium, Gen. Jagannathrao Bhonsle Marg, Mumbai- 400 021

ATTENDANCE

Members Present

In Person	157 Members [including Ms. Surinder Kaur, Under Secretary (PR), Government of India, Department of Financial Services as Authorised Representative of Hon'ble President of India]
By Proxy	5 Members

Directors Present

Shri M.S. Raghavan	Chairman and Managing Director
Shri B.K Batra	Deputy Managing Director
Shri M.O. Rego	Deputy Managing Director
Shri P.S. Shenoy	Director (also Representing Chairman of Remuneration Committee)
Shri Subhash Tuli	Director
Shri S. Ravi	Director and Chairman-ACB
Shri Ninad Karpe	Director
Shri Pankaj Vats	Director

Auditors Present

Shri Dilip Dixit Partner, G.D.Apte & Co., Chartered Accountants, Pune.	Statutory Auditor

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Shri Ketan Vikamsey Partner, Khimji Kunverji & Co., Chartered Accountants, Mumbai.	Statutory Auditor

In Attendance

Shri B. Ravindranath	Executive Director
Shri R.K. Bansal	Executive Director
Shri Viney Kumar	Executive Director
Shri S.K.V. Srinivasan	Executive Director
Shri S.W. Tanksale	Executive Director - CVO
Shri P. Sitaram	Executive Director & CFO
Smt. Mythili B.	Executive Director
Shri N.S. Venkatesh	Executive Director
Shri A.L Bongirwar	Executive Director
Shri G.M. Yadwadkar	Executive Director
Shri Pawan Agrawal	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, Shri M.S. Raghavan, Chairman and Managing Director took the chair. As, in terms of Section 103 of the Companies Act, 2013 read with Article 87 of the Articles of Association, the requisite quorum for the meeting was present, Chairman called the meeting to order.

As required under Section 171(b) of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding was placed at the commencement of the 10th AGM and was also kept open and accessible during the continuance of the meeting for inspection of the Members. Further, as per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, a certificate from the Statutory Auditors of

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the Bank was obtained and placed before the 10th AGM stating that the ESOP scheme of the Bank was implemented in accordance with the said SEBI Guidelines and in accordance with the approval taken by the Bank earlier in the general meeting.

Chairman welcomed the Members present in the AGM and introduced the Directors present on the dais by reading their brief profiles. He referred to the Notice dated May 02, 2014 convening the 10th AGM and, with the consent of Members present, the notice was taken as read.

Chairman, then, read his detailed statement on the performance of the Bank. At his request, Shri Pawan Agrawal, Company Secretary, read the Auditors' Report.

The Chairman informed the Members that in terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, IDBI Bank provided e-voting facility and facility of voting through Postal Ballot Forms to the Members vide 10th AGM Notice dated May 02, 2014 dispatched between May 20 to 23, 2014. Members voted through e-voting / Postal Ballot voting till June 25, 2014, being the last date fixed for e-voting and for receipt of Postal Ballot Forms by the Scrutinizer. Further, on June 30, 2014, the day of the 10th AGM, Physical Ballot Forms were distributed to the Members present in person or by proxy to enable those Members to vote who could not do e-voting or Postal Ballot Voting. In view of this, voting by show of hands was not allowed in the AGM in terms of the provisions of Section 107 of the Companies Act, 2013 and the provisions for Demand of Poll were also not applicable or relevant in view of MCA's clarification of June 17, 2014.

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Thereafter, the Chairman invited the Members to speak or ask questions relating to performance of the Bank and business to be transacted at the AGM. A few Members, viz., S/Shri Vinay Bhide, Nigel Gonsalvis, Anil Parikh, Aspi Bhesania, Smt. Homa Pouredehi, S/Shri Hiranand Kotwani, Yusuf Rangwala, Beruz Framroz, Michel Martins, Vinod Aggarwal, Bharat Shah, Chandiramani Ghanshamdas, P.K. Agnihotri and Ms. Shobhana Mehta spoke in the meeting, raised queries, and gave suggestions on a number of subjects, viz., performance of the Bank, details of NPAs, increase in operating expenses, increase in advertising & publicity expenses, business per employee, profit per employee, dividend being less as compared to earlier years, plan to divest non core assets, gross value of investments in listed entities, CARE divestment, Moody's rating of wholesale and retail segment, expenditure on CSR activities, Dividend Payout Ratio, Miscellaneous Income Details, branches to be opened in the coming FY, contingent liability, steps for future growth of the Bank, congratulations to the Bank for completing 50 years, no. of assets restructured during the FY, Return on Assets, exposure to Infrastructure Sector, number of ATMs, future growth plan of the Bank, Staff's involvement, if any, in frauds, consultancy expenses, capital issue plans for the current FY, Priority Sector Lending, steps planned to increase profitability, welcome change in the Venue of AGM, appreciation for sending Annual Report in time and for conducting AGM early this year, recovery from written off accounts for FY 2012-13 and FY 2013-14, suggestion to give Profile of Directors and Corporate Information on the beginning pages of Annual Report, performance of subsidiaries, cost of printing Annual Report, number of e-mails and physical copies sent to members, etc. After the members had finished speaking, Chairman replied to the queries raised by members in detail to the satisfaction of members, noted the suggestions given by them and appreciated and thanked the members for taking keen interest in the performance of the Bank.

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The Board had appointed M/s. S.N Ananthasubramanian & Co. as Scrutinizers to Scrutinize the votes cast through e-voting or Ballot Forms voting. Scrutinizers prepared the Scrutinizer's Report on the e-voting / postal ballot voting on June 26, 2014, i.e., within 3 days of the last date of e-voting of June 25, 2014 in terms of the said Rule 20 and further submitted the final consolidated Scrutinizer's Report on July 01, 2014, for e-voting, postal ballot voting and ballot voting at the AGM on June 30, 2014.

Based on the Scrutinizer's Final Consolidated Report dated July 01, 2014, the Chairman declared that all the 11(eleven) resolutions contained in IDBI Bank's 10th AGM Notice dated May 02, 2014 had been duly passed on the date of the 10th AGM, i.e., June 30, 2014, as under :

Ordinary Business

Item No.1

"RESOLVED THAT the Balance Sheet of IDBI Bank Limited as at 31st March, 2014, Profit & Loss Account for the year ended on that date together with the reports of Directors and Auditors thereon, be and are hereby adopted."

The Resolution was proposed by Shri Vinod Agrrawal, Member and seconded by Shri Hiranand Kotwani, Member in the AGM.

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Ordinary Resolution with 139,88,53,294 votes cast in favour and 2,968 votes cast against the Resolution.

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Item No.2

"RESOLVED THAT the proposal for declaration of final dividend for the FY 2013-14 at the rate of ₹ 0.275 per equity share (in addition to the Interim Dividend of ₹ 0.725 per equity share declared by the Board on January 13, 2014) on the fully paid up equity share capital for payment to the members of IDBI Bank Limited whose names are registered on the Register of Members after giving effect to all transfers lodged on or before June 27, 2014 / Register of Beneficial owners as at end of the day of June 27, 2014, be and is hereby approved and adopted."

The Resolution was proposed by Shri Chandiramani Ghanshamdas, Member and seconded by Shri Bharat Shah, Member in the AGM.

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Ordinary Resolution with 139,89,70,159 votes cast in favour and 2,974 votes cast against the Resolution.

Item No.3

"RESOLVED THAT pursuant to Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013, the Banking Regulation Act, 1949, Memorandum and Articles of Association of the Bank and any other law or guideline applicable, if any, for the time being in force, the Board of Directors of the Bank be and is hereby authorized to (i) re-appoint M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (ICAI Regn. No.105146W) and M/s. G.D Apte & Co., Chartered Accountants, Pune (ICAI Regn. No.100515W) as Joint Statutory Auditor(s) of the Bank for the Financial Year 2014-2015 and (ii) re-

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appoint M/s. Ashok Kapur & Associates, Chartered Accountants, Dubai as Branch Statutory Auditors for Bank's DIFC, Dubai Branch for the Financial Year 2014-15 in terms of Section 143(8) of the Companies Act, 2013 on receipt of approval in this regard from Reserve Bank of India on such terms, conditions and remuneration as the Board of Directors of the Bank may fix for both the above appointments."

The Resolution was proposed by Ms. Shobhana Mehta, Member and seconded by Shri Anil Parikh, Member in the AGM.

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Ordinary Resolution with 139,59,55,004 votes cast in favour and 9,54,256 votes cast against the Resolution.

Special Business

Item No.4

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, Articles of Association of the Bank, the Banking Regulation Act, 1949, SEBI (ICDR) Regulations, 2009 and/ or any other relevant law/ guideline(s) and subject to the approvals, consents, sanctions, if any, of Reserve Bank of India (**RBI**), Government of India (**GOI**), Securities and Exchange Board of India (**SEBI**), and /or any other statutory/ regulatory authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them in granting such approvals and which may be agreed to by the Board of Directors of the Bank, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called

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'**the Board**' which shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute to exercise its powers, including the powers conferred by this Resolution) to offer, issue and allot (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by law then applicable) by way of an offer document/prospectus or such other document, in India or abroad, such number of equity shares of the face value of ₹ 10/- each and aggregating to not more than ₹ 4000 crore (inclusive of premium amount) to be added to the existing paid-up equity share capital of ₹ 16039392600/- in such a way that the Central Govt. shall at all times hold not less than 51% of the paid-up Equity share capital of the Bank, whether at a discount (subject to Section 53 of the Companies Act, 2013) or premium to the market price, in one or more tranches, including to one or more of the members, employees of the Bank, Indian Nationals, Non-Resident Indians ("**NRIs**"), Companies, Private or Public, Investment Institutions, Societies, Trusts, Research Organisations, Qualified Institutional Buyers ("**QIBs**") like Foreign Institutional Investors ("**FIIs**"), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors who are authorized to invest in equity shares of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank".

"RESOLVED FURTHER THAT such issue, offer or allotment shall be by one or more of the following modes, i.e., by way of public issue, rights issue, preferential issue, qualified institutional placement and/or on a private placement

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basis, with or without over-allotment option and that such offer, issue, placement and allotment be made as per the provisions of the Companies Act, 2013, the Banking Regulation Act, 1949, the SEBI (ICDR) Regulations, 2009 and all other guidelines issued by RBI, SEBI and any other authority as applicable, and at such time or times, in such manner and on such terms and conditions as the Board may, in its absolute discretion, think fit".

"RESOLVED FURTHER THAT the Board shall have the authority to decide, at such price or prices, in such manner and where necessary in consultation with the lead managers and /or underwriters and /or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of SEBI (ICDR) Regulations, other regulations and any and all other applicable laws, rules, regulations and guidelines whether or not such investor(s) are existing members of the Bank, at a price not less than the price as determined in accordance with relevant provisions of SEBI (ICDR) Regulations".

"RESOLVED FURTHER THAT in accordance with the provisions of the Listing Agreements entered into with relevant Stock Exchanges, the provisions of the Companies Act, 2013, the Banking Regulation Act, 1949, Articles of Association of the Bank, the provisions of SEBI (ICDR) Regulations, 2009, the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, Stock Exchanges, RBI, Foreign Investment Promotion Board (FIPB), Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP) and all other authorities as may be required (hereinafter collectively referred to as "the Appropriate Authorities") and subject to such conditions as may be prescribed by any of them while

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granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "the requisite approvals") the Board, may at its absolute discretion, issue, offer and allot, from time to time, in one or more tranches, equity shares in such a way that the Central Government at any time holds not less than 51% of the Equity Share Capital of the Bank, to Qualified Institutional Buyers (QIBs) [as defined in Chapter VIII of the ICDR Regulations] pursuant to a Qualified Institutional Placement (QIP), as provided for under Chapter VIII of the SEBI (ICDR) Regulations, 2009, through a placement document and / or such other documents/writings/circulars/memoranda and in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations, 2009 or other provisions of law as may be prevailing at the time, provided the price inclusive of the premium of the equity shares so issued shall not be less than the price arrived at in accordance with the relevant provisions of SEBI (ICDR) Regulations, 2009".

"RESOLVED FURTHER THAT in case of a Qualified Institutional Placement pursuant to Chapter VIII of the SEBI(ICDR) Regulations, 2009, the allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations and that such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution".

"RESOLVED FURTHER THAT in case of QIP issue, the relevant date for the determination of the floor price of the securities shall be in accordance with the SEBI (ICDR) Regulations, 2009 and shall be decided by the Board of Directors of the Bank".

"RESOLVED FURTHER THAT in case of QIP, in terms of the provisions of the SEBI (ICDR) Regulations, 2009, the Board may, at its absolute discretion,

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issue equity shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI (ICDR) Regulations, 2009 subject to the provisions of Section 53 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by GOI / RBI / SEBI/ Stock Exchanges where the shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board".

"RESOLVED FURTHER THAT the issue and allotment of new equity shares, if any, to NRIs, FIIs and/or other eligible foreign investors be subject to the approval of RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits set forth under the Act".

"RESOLVED FURTHER THAT the said new equity shares to be issued shall be subject to and shall rank pari passu in all respects with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration".

"RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of equity shares, the Board, be and is hereby authorized to determine the terms of the public offer, including the class of investors to whom the securities are to be allotted, the number of shares to be allotted in each tranche, issue price, premium amount on issue as the Board, in its absolute discretion, deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as they may, in their absolute discretion, deem necessary, proper or desirable and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise with regard to the

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public offer, issue, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Bank, without requiring any further approval of the members and that all or any of the powers conferred on the Bank and the Board vide this resolution may be exercised by the Board".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such arrangements with any Lead Manager(s), Banker(s), Underwriter(s), Depository(ies) and all such agencies as may be involved or concerned in such offering of equity shares and to remunerate all such institutions and agencies by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies".

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Underwriters, Advisors and/or other persons as appointed by the Bank, be and is hereby authorized to determine the form and terms of the issue(s), including the class of investors to whom the shares are to be allotted, number of shares to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of equity shares, the price, premium or discount (subject to Section 53 of the Companies Act, 2013) on issue, fixing of record date or book closure and related or incidental matters, listings on one or more stock exchanges in India and / or abroad, as the Board, in its absolute discretion, deems fit".

"RESOLVED FURTHER THAT such of these shares as are not subscribed to may be disposed off by the Board, in its absolute discretion, in such manner, as the Board may deem fit and as permissible by law".

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"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise with regard to the issue of the shares and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may, in its absolute discretion, deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorities to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of the Resolution".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers, herein conferred, to the Chairman and Managing Director or to the Deputy Managing Director or Executive Director(s) or any other Senior Executive of the Bank, to give effect to the aforesaid Resolutions."

The Resolution was proposed by Shri Aspi Bhesania, Member and seconded by Shri Vinod Aggarwal, Member in the AGM.

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Special Resolution with 137,41,89,153 votes cast in favour and 247,79,932 votes cast against the Resolution.

Item No.5

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies

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Act, 2013 to borrow any sum or sums of money from time to time, notwithstanding that the money or moneys so borrowed together with the moneys already borrowed by IDBI Bank (apart from the temporary loans obtained from IDBI Bank's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of IDBI Bank and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however that the total amount so borrowed shall not exceed ₹ 1,25,000 crore (Rupees One Lakh Twenty Five Thousand Crore only).

The Resolution was proposed by Shri Vinay Bhide, Member and seconded by Shri Nigel Gonsalvis, Member in the AGM.

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Special Resolution with 139,86,35,657 votes cast in favour and 3,32,781 votes cast against the Resolution.

Item No.6

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and in order to comply with the provisions of Section 149 of the Companies Act, 2013 read with the provisions of the Banking Regulation Act, 1949, the Articles of Association of IDBI Bank Ltd. be and are hereby altered by addition of the following new Article 116A after the Article 116(1)(e) and before the Article 117 of the Articles of Association:

"Article 116A

(i) Notwithstanding anything to the contrary contained in these Articles of Association, out of the 5 Directors prescribed under Article 116(1)(e), upto 4 Directors being 1/3rd of the total strength of 12 Directors prescribed under Article 114(a) shall be appointed

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as Independent Directors on the Board under section 149(4) of the Companies Act, 2013, not liable to retire by rotation, for an initial term of 4 consecutive years but shall be eligible for re-appointment on passing of a Special Resolution for not more than one more term of 4 years subject to the maximum term of 8 years and disclosure of such appointment in the Board's report. The Bank shall comply with all other relevant provisions pertaining to Independent Directors contained in the Companies Act, 2013 read with the relevant provisions of the Banking Regulations Act, 1949, and clause 49 of the Listing Agreement.

(ii) Notwithstanding anything to the contrary contained in these Articles of Association, out of the 5 Directors prescribed under Article 116(1)(e), one Woman Director shall be appointed on the Board in terms of Section 149(1)(b) of the Companies Act, 2013.

(iii) Notwithstanding anything to the contrary contained in these Articles of Association, IDBI Bank shall ensure that atleast one Director on the Board has stayed in India for a total period of not less than one hundred and eighty two days in the previous calendar year, in terms of Section 149(3) of the Companies Act, 2013."

The Resolution was proposed by Smt. Homa Pouredehi, Member and seconded by Shri Hiranand Kotwani, Member in the AGM.

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Special Resolution with 139,89,58,710 votes cast in favour and 7,378 votes cast against the Resolution.

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Item No. 7

"RESOLVED THAT Shri S. Ravi (DIN 00009790) who was appointed as Director on the Board of IDBI Bank Ltd. w.e.f. July 2, 2012 and is continuing as Independent Director and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby formally appointed as Independent Director on the Board of the Bank not liable to retire by rotation in terms of Sections 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 read with Section 10A(2A) of the Banking Regulation Act, 1949 and Clause 49 of the Listing Agreement to hold office initially for a term of 4 consecutive years w.e.f. July 2, 2012, the date of first appointment of Shri S. Ravi in IDBI Bank Ltd."

The Resolution was proposed by Shri Yusuf Rangwala, Member and seconded by Shri P.K. Agnihotri, Member in the AGM.

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Ordinary Resolution with 139,66,05,448 votes cast in favour and 23,59,327 votes cast against the Resolution.

Item No.8

"RESOLVED THAT Shri Ninad Karpe (DIN 00030971) who was appointed as Director on the Board of IDBI Bank Ltd. w.e.f. July 2, 2012 and is continuing as Independent Director and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby formally appointed as Independent Director on the Board of the Bank not liable

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to retire by rotation in terms of Sections 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 read with Section 10A(2A) of the Banking Regulation Act, 1949 and Clause 49 of the Listing Agreement to hold office initially for a term of 4 consecutive years w.e.f. July 2, 2012, the date of first appointment of Shri Ninad Karpe in IDBI Bank Ltd."

The Resolution was proposed by Shri Beruz Framroz, Member and seconded by Ms. Shobhana Mehta, Member in the AGM.

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Ordinary Resolution with 139,86,12,347 votes cast in favour and 3,54,043 votes cast against the Resolution.

Item No.9

"RESOLVED THAT Shri P.S. Shenoy (DIN 00108547) who was appointed as Director on the Board of IDBI Bank Ltd. w.e.f. July 30, 2011 and is continuing as Independent Director and who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby formally appointed as Independent Director on the Board of the Bank not liable to retire by rotation in terms of Sections 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 read with Section 10A(2A) of the Banking Regulation Act, 1949 and Clause 49 of the Listing Agreement to hold office initially for a term of 4 consecutive years w.e.f. July 30, 2011, the date of first appointment of Shri P.S. Shenoy in IDBI Bank Ltd."

The Resolution was proposed by Shri Michel Martins, Member and seconded by Shri Chandiramani Ghanshamdas, Member in the AGM.

CHAIRMAN'S INITIALS

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

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Ordinary Resolution with 139,78,59,634 votes cast in favour and 3,55,504 votes cast against the Resolution.

Item No.10

"RESOLVED THAT the appointment of Shri M.O Rego (DIN 00292670) as Deputy Managing Director on the Board of Directors of IDBI Bank Ltd. w.e.f. August 30, 2013 (the date of assumption of charge of the post by Shri M.O Rego) for a period of five years or until further orders, whichever is earlier, made by Govt. of India vide Notification F.No.7/3/2011-BO.I dated August 30, 2013, in terms of Article 116(1)(b) of the Articles of Association of the Bank, be and is hereby noted and approved."

The Resolution was proposed by Ms. Shobhana Mehta, Member and seconded by Shri Hiranand Kotwani, Member in the AGM.

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Ordinary Resolution with 139,89,54,549 votes cast in favour and 13,137 votes cast against the Resolution.

Item No.11

"RESOLVED THAT the nomination of Shri Pankaj (DIN 06712380) Vats as Part-time Non Official Independent Director on the Board of Directors of IDBI Bank Ltd. w.e.f. September 30, 2013 for a period of three years or until further orders, whichever is earlier, made by Govt. of India vide Notification

CHAIRMAN'S INITIALS

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

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F.No.6/24/2013-BO.I dated September 30, 2013, in terms of Article 116(1)(d) of the Articles of Association of the Bank, be and is hereby noted and approved."

The Resolution was proposed by Shri Beruz Framroz, Member and seconded by Shri Bharat Shah, Member in the AGM.

On the basis of e-voting, postal ballot voting & ballot voting at the AGM and the Consolidated Final Report dated July 01, 2014 submitted by the Scrutinizer, the above Resolution was passed as Ordinary Resolution with 139,89,34,179 votes cast in favour and 35,619 votes cast against the Resolution.

Thereafter, the Chairman, conveyed his thanks to the shareholders for their kind co-operation in conducting the meeting and declared the meeting as closed.

Place : Mumbai
Date : July 2, 2014

(M.S. Raghavan)
Chairman

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

Entered in the Minutes Book on 2/07/14

CHAIRMAN'S INITIALS

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