IDBI BANK
CIN: L65190MH2004GOI148838

आईडीबीआई बैंक लिमिटेड
पंजीकृत कार्यालय : आईडीबीआई टॉवर,
डब्ल्यूटीसी कॉम्प्लेक्स, कफ परेड,
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IDBI Bank Limited
Regd. Office : IDBI Tower,
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जुलाई १९, २०१७

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,

Proceedings of 13th AGM of IDBI Bank

In terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, please find attached the Proceedings of 13th Annual General Meeting of the Bank held on July 18, 2017.

Kindly acknowledge receipt and take the above on record.

भवदीय,
कृते आईडीबीआई बैंक लिमिटेड

19/07/17
[पवन अग्रवाल]
कंपनी सचिव

संलग्न : उपर्युक्त

IDBI BANK LIMITED

PROCEEDINGS OF 13TH ANNUAL GENERAL MEETING HELD ON JULY 18, 2017 AT 3.30 PM AT YASHWANTRAO CHAVAN CENTRE AUDITORIUM, MUMBAI

PROCEEDINGS

In terms of the provisions of Section 104 of the Companies Act, 2013 read with Article 154(4) of the Articles of Association of the Bank, Shri Mahesh Kumar Jain, MD & CEO 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 of the Meeting (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 13th AGM and kept open during the meeting for inspection of the Members. The other required Registers and Documents, as prescribed under the Companies Act, 2013, were also kept open for inspection at the AGM.

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 31, 2017 convening the 13th 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. He apprised the Members that there were no qualifications, observations or comments in the Auditors' Report or Secretarial Auditors' Report for FY 2016-17 on the financial transactions or matters having any effect on Bank's functioning, which are required to be read before the AGM in terms of Section 145 of the Companies Act, 2013 read with the relevant Secretarial Standard.

Chairman 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 had provided e-voting facility to the Members vide 13th AGM Notice dated May 31, 2017 dispatched between June 17 to 22, 2017. Members cast their votes through remote e-voting till July 17, 2017 (5:00 PM IST), being the last date fixed for e-voting as per relevant Rules under the Companies Act, 2013. Further, on July 18, 2017, the day of the 13th AGM, NSDL's Tab voting facility was provided to the Members

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present in person or by proxy to enable those Members to vote who couldn't do remote e-voting earlier.

Thereafter, Chairman invited the Members to speak or ask questions / clarifications relating to performance of the Bank and / or Business to be transacted at the AGM. A few members, spoke in the meeting, raised queries, sought clarifications and gave suggestions on a number of subjects and issues. After the members finished speaking, Chairman replied to the queries raised by members in detail, provided clarifications on various matters, noted the suggestions given by them and appreciated and thanked the members for taking keen interest in the performance of the Bank.

Thereafter, Chairman invited the Members to formally propose and second the Resolutions given in the AGM Notice. A few Members proposed and seconded the Resolutions at Item No.1 to 10 of the AGM Notice. Chairman, then, formally put the Resolutions to vote at the AGM. Since Item No.7 related to noting the appointment of MD & CEO, the Chairman handed over the Chair to Shri Krishna Prasad Nair, Dy. Managing Director only for conducting that particular item.

Based on the Scrutinizer's Consolidated Report dated July 19, 2017 (annexed herewith) on the remote e-voting as well as tab Voting at the AGM, the Chairman declared that all proposals contained in IDBI Bank's 13th AGM Notice dated May 31, 2017, as given below, had been duly passed on the date of the 13th AGM, i.e., July 18, 2017:

Resolutions passed at the AGM

1. Adoption of Audited Financial Statements of IDBI Bank as on March 31, 2017 together with the Reports of Directors and Auditors thereon - **Passed as Ordinary Resolution.**

2. Authorising the Board of Directors to appoint / re-appoint Joint Statutory Auditors of IDBI Bank and Branch Statutory Auditor of DIFC, Dubai Branch of IDBI Bank for FY 2017-18 - **Passed as Ordinary Resolution.**

3. Enabling Resolution u/s 62(1) (c) of the Companies Act, 2013 for issue of shares aggregating upto ₹ 5000 crore (inclusive of premium amount) through various modes of issue including QIP - **Passed as Special Resolution.**

4. Enabling Resolution u/s 42 of the Companies Act, 2013 for mobilization in one or more tranches upto ₹ 5000 crore comprising of Bonds by way of Private Placement/Public Issue - **Passed as Special Resolution.**

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5. Approval for amendment of Article 121 of the Articles of Association of the Bank as per the directions of Govt. of India - **Passed as Special Resolution.**

6. Appointment of Dr. Ashima Goyal (DIN 00233635) as Independent Director of the Bank - **Passed as Ordinary Resolution.**

7. Noting the appointment of Shri Mahesh Kumar Jain (DIN 03513127) as MD & CEO of IDBI Bank, by Govt. of India – **Passed as Ordinary Resolution.**

8. Noting the appointment of Shri Krishna Prasad Nair as Dy. Managing Director of IDBI Bank, by Govt. of India – **Passed as Ordinary Resolution.**

9. Noting the appointment of Shri Gurudeo Madhukar Yadwadkar (DIN 02611496) as Dy. Managing Director of IDBI Bank, by Govt. of India – **Passed as Ordinary Resolution.**

10. Noting the nomination of Shri Praveen Garg (DIN 00208604), Joint Secretary, Department of Economic Affairs, Ministry of Finance, Govt. of India as Government Nominee Director on the Board of IDBI Bank - **Passed as Ordinary Resolution.**

All Statutory/Regulatory provisions given under the Companies Act, 2013, SEBI (LODR) Regulations, 2015, mandatory Secretarial Standards, etc. relating to the General Meetings, had been duly complied in respect of calling, holding, convening and conducting this Annual General Meeting.

At the conclusion of 13th AGM, Chairman 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.

Regd. Office:

IDBI Bank Ltd.
IDBI Tower, WTC Complex,
Cuffe Parade,
Mumbai- 400 005
Date: July 19, 2017

For IDBI Bank Ltd

19/07/17

(Pawan Agrawal)
Company Secretary

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