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

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मार्च २३, २०१६

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 Extra - Ordinary General Meeting

In terms of the Regulation 30 (4) of the SEBI (LODR) Regulations, 2015, we hereby forward the proceedings of Extra-Ordinary General Meeting held on March 22, 2016.

Kindly acknowledge receipt and take the above on record.

भवदीय,
कृते आईडीबीआई बैंक लिमिटेड

23/03/16

[पवन अग्रवाल]
कंपनी सचिव

संलग्न : उपर्युक्त

IDBI BANK LIMITED

PROCEEDINGS OF EXTRA-ORDINARY GENERAL MEETING HELD ON MARCH 22, 2016 AT 3.30 PM AT YASHWANTRAO CHAVAN CENTRE AUDITORIUM, MUMBAI

PROCEEDINGS

In terms of Section 104 of the Companies Act, 2013 read with Article 89 of the Bank's Articles of Association, Directors of the Bank present in the EGM, having elected Shri Kishor Kharat, MD & CEO to act as Chairman of the Extra-Ordinary General Meeting, Shri Kishor Kharat, took the Chair.

Upon confirmation of the presence of quorum by the Company Secretary, Chairman called the meeting to order and began the proceedings of the meeting. He introduced the Directors present in the meeting to the members.

With the consent of members present, the notice of the EGM was taken as read. After briefly introducing the item of business in the EGM Notice to the members, Chairman invited the members to speak or ask questions relating to the item of business in the meeting. A few members spoke and raised queries on various issues concerning the Bank, which were replied to by the Chairman with thanks to the Members for taking keen interest in the affairs of IDBI Bank.

Chairman then requested the members to formally propose and second the Special Resolution contained in the EGM Notice. Shri Gautam Tiwari, Member proposed the Special Resolution and Smt. Ashalata Maheshwari, Member seconded the Special Resolution.

Chairman informed the Members that in respect of voting on the proposed Special Resolution, remote e-voting facility was provided to the Members during March 18, 2016 to March 21, 2016 in terms of the provisions of the Companies Act, 2013. Further, Tab voting facility was provided in the EGM hall for those Members to vote who could not do remote e-voting earlier. In terms of the Scrutinizer's report on the consolidated voting result dated March 22, 2016, the following Special Resolution was declared by the Chairman as passed vide the Memorandum for declaring the result signed by the Chairman on March 22, 2016 (copy enclosed):

Special Resolution:

"RESOLVED THAT, pursuant to section 62(1)(c) 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 and other applicable law(s), if any and subject to approval of 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

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

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 280688622 number of equity shares of the Bank at a price of ₹ 53.44 per share comprising of the face value of ₹ 10/- each and premium of ₹ 43.44 per equity share (calculated as per SEBI formula with reference to the Relevant Date of February 19, 2016) aggregating upto ₹ 1500 crore (Rupees One Thousand Five Hundred Crore only) to Life Insurance Corporation of India (LIC) 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."

At the end of the Meeting, Chairman conveyed his thanks to the Members for kind cooperation in conducting the EGM and declared the Meeting as closed.

Regd. Office:

IDBI Bank Ltd.
IDBI Tower, WTC Complex,
Cuffe Parade,
Mumbai- 400 005
Date : March 22, 2016

For IDBI Bank Ltd

22/03/16

(Pawan Agrawal)
Company Secretary

IDBI BANK LIMITED

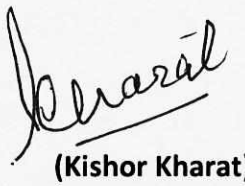
Declaration of result of remote e-voting and e-voting at the EGM Venue in respect of Extra-Ordinary General Meeting of IDBI Bank Ltd. held on March 22, 2016

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 February 20, 2016 dispatched to the Members during February 26 to 28, 2016. Members casted their votes electronically till March 21, 2016, being the last date fixed for e-voting. Further, on March 22, 2016, the day of the EGM, e-voting facility through the tablets provided by Karvy 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 the Resolution on remote e-voting and e-voting at the EGM venue on March 22, 2016, in terms of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.

Based on the Consolidated Scrutinizer's Report dated March 22, 2016, I hereby declare that 1 (one) Special Resolution contained in IDBI Bank's EGM Notice dated February 20, 2016 has been duly passed with requisite majority on the date of the EGM, i.e., March 22, 2016 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 28,06,88,622 equity shares of ₹ 10/- each at a price of ₹ 53.44 per share aggregating upto ₹ 1500 crore to Life Insurance Corporation of India on Preferential Allotment basis	171,80,57,626	27,77,263	Special Resolution

The Scrutinizer's Report dated March 22, 2016 is attached herewith.



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

Registered Office:

IDBI Bank Ltd.
IDBI Tower, WTC Complex,
Cuffe Parade,
Mumbai- 400 005

Date : March 22, 2016

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

22nd March, 2016

To,
The Managing Director and Chief Executive Officer,
IDBI Bank Limited
IDBI Tower, WTC Complex,
Cuffe Parade, Mumbai-400 005

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 22nd March 2016.

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

Aparna Gadgil

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	**22nd March, 2016 at 3.30 p.m.**
VENUE	**Yashwantrao Chavan Centre Auditorium, General Jagannathrao Bhonsle 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 22nd March, 2016 at 3.30 p.m.at Yashwantrao Chavan Centre Auditorium, General Jagannathrao Bhonsle Marg, Mumbai-400 021.

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 **26.02.2016** by e-mail to **2,07,322** Members who had registered their email-ids with Depositories/the Bank;
- On **28.02.2016** by courier to **1,59,013** Members and on **26.02.2016** by Speed Post to **44,784** Members in physical form.

3. Cut-off date

The Voting rights were reckoned as on **15th March, 2016** 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. COMPANY SECRETARIES
APARNA GADGIL
PARTNER
CP NO. 8430

4. Remote e-Voting

4.1 Agency:

The Bank has appointed Karvy Computershare Private Limited (hereinafter referred to as Karvy) as the agency for providing the remote e-voting platform.

4.2 Remote e-Voting:

Remote e-Voting platform was open from **12 a.m. on Friday, 18th March, 2016 to 5.00 p.m. on Monday, 21st March, 2016** 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 Karvy.

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/DP ID & client ID, number of shares held but not the manner in which they have voted.

5.2 Accordingly, Karvy, 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 Karvy also provided e-voting facility to the Members who attended the meeting.

6. Counting Process

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

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.

S. N. ANANTHASUBRAMANIAN & CO. APARNA GADGIL PARTNER CP NO. 8430 COMPANY SECRETARIES

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

6.3 We unblocked the remote e-Voting results on the Karvy E-voting platform before Mr. Aditya Ambastha and Ms. Shivangi Abhyankar 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 Government of India.

7. Results

7.1 We observed that
a) **107** Members had cast their votes at the meeting
b) **202** Members had cast their votes through remote e-Voting out of which one member's vote is invalid.

7.2 The Consolidated Results with respect to the item on the agenda as set out in the Notice of the EGM dated 20th February, 2016 is enclosed.

7.3 Based on the aforesaid result, we report that, the **Special Resolution** as contained in the Notice dated 20th February, 2016 has been passed with **requisite majority**.

For S.N. ANANTHASUBRAMANIAN & CO
Company Secretaries
Firm Registration No. P1991MH040400



Aparna Gadgil
PARTNER
COP No: 8430

Date : 22nd March, 2016
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 28,06,88,622 equity shares of Rs. 10/- each for cash at a price of Rs. 53.44 per share, aggregating to Rs. 1500 Crore to Life Insurance Corporation of India (LIC) 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	179	19,49,14,360	95	152,31,43,266	274	171,80,57,626	99.84
Dissent	25	27,76,456	12	807	37	27,77,263	0.16
Total	#204	19,76,90,816	107	152,31,44,073	#311	172,08,34,889	100.00

Includes e-votes where 3 shareholders have not exercised all their votes in the same manner.

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 1** of the Notice dated **20th February, 2016** has been passed with **requisite majority.**

For S.N. ANANTHASUBRAMANIAN & CO
Company Secretaries
Firm Registration No. P1991MH040400

S. N. ANANTHASUBRAMANIAN & CO. APARNA GADGIL PARTNER CP NO. 8430 COMPANY SECRETARIES

Aparna Gadgil
PARTNER
COP No: 8430

Date : 22nd March, 2016
Place : Mumbai

ANNEXURE - I

NAME: **IDBI BANK LIMITED**

SLNO	DESCRIPTION					
A	DATE OF AGM			**22-03-2016**		
B	BOOK CLOSURE DATE			**15-03-2016** TO **15-03-2016** (BOTH DAYS INCLUSIVE)		
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE			**412044**		
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY			**156**		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	**1**	**0**	**1**	**1523113202**	**80.16160**
	PUBLIC	**153**	**2**	**155**	**3866100**	**0.20347**
	TOTAL	**154**	**2**	**156**	**1526979302**	**80.36507**
E	No. of shareholders attended the meeting through Video conferencing - No video conferencing facility was made available.					
F	Details of the Agenda **Item No.1** : Passing of Resolution u/s 62(1)(c) of the Companies Act, 2013 to offer, issue and allot upto 28,06,88,622 equity shares of ₹ 10/- each at a price of ₹ 53.44 per share aggregating upto ₹ 1500 crore to Life Insurance Corporation of India on Preferential Allotment basis. Resolution Required : Special Resolution Mode of Voting : Remote E-voting & Tab Voting at the EGM					



Annexure-II

	IDBI BANK LIMITED
Date of the AGM/EGM	22-03-2016
Total number of shareholders on record date	412044
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	1
Public:	155
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - To offer, issue and allot equity shares to Life Insurance Corporation of India on Preferential Allotment basis.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	00	0	0.0000	0.0000
	Poll	1523113202	1523113202	100.0000	1523113202	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	224439665	196549773	87.5735	193777658	2772115	98.5896	1.4103
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	152500413	1141043	0.7482	1136702	4341	99.6195	0.3804
	Poll		30871	0.0202	30064	807	97.3858	2.6141
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1900053280	1720834889		1718057626	2777263		

