

NOTICE TO MEMBERS
Conducting Postal Ballot for Preferential Issue of Equity Shares to Govt. of India

1. Members are hereby informed that in terms of Section 62(1)(c) of the Companies Act, 2013 read with Chapter VII of SEBI(ICDR) Regulations, 2009, IDBI Bank proposes to pass a Special Resolution through Postal Ballot mode for approval of the Preferential Issue of 284861472 equity shares at a price of ₹ 65.33 per share comprising of the face value of ₹10/- per share and premium of ₹ 55.33 per share aggregating upto ₹ 1861 crore (including premium) to Govt. of India. The Postal Ballot Notice dated August 21, 2017 along with Postal Ballot Form has been dispatched/mailed to the Members of the Bank at their respective addresses/e-mail addresses registered with the Depositories/Registrars and is also displayed on the Bank's website www.idbi.com and Karvy Computershare Pvt. Ltd.'s (KCPL) website <https://evoting.karvy.com> for Members' information.
2. In terms of Section 108 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014, the item of Business given in the Postal Ballot Notice and also referred at Para 1 above shall be transacted through physical postal ballot as well as through electronic voting system. Accordingly, e-voting facility has been provided to the Shareholders who appear in the Books as Members or Beneficial Owners of shares as on **August 25, 2017**, being the Cut-off date fixed for reckoning the voting rights of Members to be exercised by remote e-voting and voting by physical postal ballot form.
3. The dispatch of Postal Ballot Notice has been completed on September 04, 2017. Only the shareholders who appear in the Books as Members or Beneficial Owners of shares as on the Cut-off date of **August 25, 2017**, will be entitled to avail the facility of remote e-voting and voting by physical postal ballot form. The date of commencement of e-voting and voting by Postal Ballot Form starts on and from September 05, 2017 (09.00 a.m. IST) and ends on October 04, 2017 (05.00 p.m. IST). The Postal Ballot Form received after 05.00 p.m. on October 04, 2017 will not be valid and voting whether by physical postal ballot or by electronic means shall not be allowed beyond 05.00 p.m. on October 04, 2017.
4. The Postal Ballot Notice is displayed and can be accessed on the Bank's website www.idbi.com and KCPL's website <https://evoting.karvy.com>. The Members may apply to the Bank or the RTA, Karvy Computershare Pvt. Ltd., for obtaining duplicate Postal Ballot Form. The contact details of person responsible to address the grievances connected with the voting by Postal Ballot including voting by electronic means is Shri S.V Raju, DGM, Karvy Computershare Pvt. Ltd., Unit: IDBI Bank Ltd., Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 (Ph. No. 040-67162222, Fax-040-23420814 and email raju.sv@karvy.com).
5. The Board of Directors of the Bank has appointed Ms. Aparna Gadgil or in her absence Ms. Malati Kumar, Partners of M/s. S.N. Ananthasubramanian & Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot and e-voting in a fair and transparent manner. Members are requested to note that the duly completed Postal Ballot Forms should reach the Scrutinizer not later than 05.00 p.m. on October 04, 2017. Any Postal Ballot Form received after this time and date will be treated as if the reply from the shareholder has not been received. The voting result in respect of Postal Ballot and e-voting will be declared on or before October 06, 2017 and will be put on the aforesaid two websites for information of the Members.
6. In continuation of the disclosures made in the Explanatory Statement to the Postal Ballot Notice dated August 21, 2017, dispatched to Members during August 30, 2017 to September 04, 2017, proposing to pass Special Resolution in terms of Section 62(1)(c) of the Companies Act, 2013, to approve the proposed Preferential Issue of equity shares to Govt. of India aggregating upto ₹ 1861 crore (including premium), the following further disclosures are hereby made for information of the Members in compliance of Chapter VII of the SEBI(ICDR) Regulations, 2009.
 - i) The issue price calculated as on the Relevant Date of September 04, 2017, in terms of the provisions of Clause 76(1) of the SEBI (ICDR) Regulations, 2009, would be ₹ 65.33 per equity share (including premium of ₹ 55.33 per share) in respect of Preferential Issue of shares to Govt. of India, the Promoters.
 - ii) With reference to disclosure at i) above, the shareholding pattern of the Bank before and after the proposed Preferential Issue, would be as follows:

Pre-Preferential Issue Shareholding Pattern of IDBI Bank Ltd. as on 18.08.17			Post Preferential Issue Shareholding Pattern of IDBI Bank Ltd. as on 04.09.17		
	No. of Shares	% age		No. of Shares	% age
Promoters (Gol)	1770605712	75.10	Promoters (Gol)	2055467184	77.79
Others	587024010	24.90	Others	587024010	22.21
Total	2357629722	100.00	Total	2642491194	100.00

This notice is also available on Bank's website www.idbi.com and KCPL's website <https://evoting.karvy.com> for information of Members.

For IDBI Bank Limited