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आईडीबीआई बैंक लिमिटेड

पंजीकृत कार्यालय : आईडीबीआई टॉवर,

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IDBI Bank Limited

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21 अगस्त 2019

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
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Dear Sir,


Proceedings of 15th AGM of IDBI Bank

In terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, please find attached the Proceedings of 15th Annual General Meeting of the Bank held on August 20, 2019.

Kindly acknowledge receipt and take the above on record.

भवदीय,

कृते आईडीबीआई बैंक लिमिटेड

 21/08/19

[पवन अग्रवाल]

म. प्र. एवं कंपनी सचिव

संलग्न : उपर्युक्त



IDBI BANK LIMITED

PROCEEDINGS OF 15TH ANNUAL GENERAL MEETING HELD ON AUGUST 20, 2018
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 M.R Kumar took the chair. 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 and 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 15th 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. He referred to the Notice dated June 27, 2019 convening the 15th 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 2018-19 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 15th AGM Notice dated June 27, 2019 dispatched between July 18 to 24, 2019. Members cast their votes through remote e-voting from August 15, 2019 till August 19, 2019 (5:00 PM IST), being the last date fixed for e-voting as per relevant Rules under the Companies Act, 2013. Further, on August 20, 2019, the day of the 15th AGM, NSDL's Tab voting facility was provided to the Members present in person or by proxy to enable those Members to vote who couldn't do remote e-voting earlier. Chairman also informed that the Bank has



provided for one way live webcast of proceedings of AGM for those members who are unable to participate in the AGM and could view the proceedings of AGM by logging on the e-voting website of NSDL at <https://www.evoting.nsdl.com/> using their secure login credentials.

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, MD & CEO 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.

Based on the Scrutinizer's Consolidated Report dated August 20, 2019 on the remote e-voting as well as tab Voting at the AGM, the Chairman declared that all proposals contained in IDBI Bank's 15th AGM Notice dated June 27, 2019, as given below, had been duly passed on the date of the 15th AGM, i.e., August 20, 2019 :

Resolutions passed at the AGM

1. Adoption of Audited Financial Statements of IDBI Bank as on March 31, 2019 together with the Reports of Directors and Auditors thereon - **Passed as Ordinary Resolution.**
2. Authorising the Board of Directors to appoint / re-appoint Statutory Central Auditors of IDBI Bank and Branch Statutory Auditor of DIFC, Dubai Branch of IDBI Bank for FY 2019-20 in line with the RBI approval to be received in this regard - **Passed as Ordinary Resolution.**
3. Enabling Resolution u/s 42, 62(1) (c) of the Companies Act, 2013 for issue of shares aggregating upto ₹ 11000 crore (inclusive of premium amount) through various modes of issue including QIP - **Passed as Special Resolution.**
4. To approve appointment of Shri Mangalam Ramasubramanian Kumar as Non Rotational Director and Non Executive Non Wholetime Chairman - **Passed as Ordinary Resolution.**
5. To approve appointment of Shri Rakesh Sharma, as Non Rotational Director and Managing Director & CEO - **Passed as Ordinary Resolution.**



6. To approve appointment of Shri Pankaj Jain as Director liable to retire by rotation during his tenure as Govt. Nominee Director - **Passed as Ordinary Resolution.**
(Since Shri Pankaj Jain ceased to be Govt. Nominee Director in terms of Govt. of India's Notification dated August 08, 2019, the voting done on this Item No.6 will be treated as redundant).
7. To approve appointment of Shri Sudhir Shyam as Director liable to retire by rotation during his tenure as Govt. Nominee Director - **Passed as Ordinary Resolution.**
8. To approve appointment of Shri Rajesh Kandwal as Director liable to retire by rotation during his tenure as LIC Nominee Director - **Passed as Ordinary Resolution.**
9. To approve re-appointment of Shri Gyan Prakash Joshi as Independent Director not liable to retire by rotation – **Passed as Special Resolution.**
10. To approve appointment of Shri Deepak Singhal as Independent Director not liable to retire by rotation – **Passed as Ordinary Resolution.**
11. To approve appointment of Shri Sanjay Gokuldas Kallapur as Independent Director not liable to retire by rotation – **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 15th 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: August 21, 2019

For IDBI Bank Ltd


(Pawan Agrawal)
GM & Company Secretary
21/08/19

