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आईडीबीआई बैंक लिमिटेड

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IDBI Bank Limited

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जुलाई २२, 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
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Dear Sir,

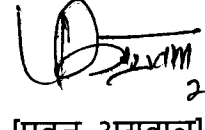
**Proceedings of 12<sup>th</sup> AGM of IDBI Bank**

In terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, please find attached the Proceedings of 12<sup>th</sup> Annual General Meeting of the Bank held on July 22, 2016.

Kindly acknowledge receipt and take the above on record.

भवदीय,

कृते आईडीबीआई बैंक लिमिटेड

  
22/07/16

[पवन अग्रवाल]

कंपनी सचिव

संलग्न : उपर्युक्त



## **IDBI BANK LIMITED**

**PROCEEDINGS OF 12<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON JULY 22, 2016  
AT 3.30 PM AT YASHWANTRAO CHAVAN CENTRE AUDITORIUM, MUMBAI**

### **PROCEEDINGS**

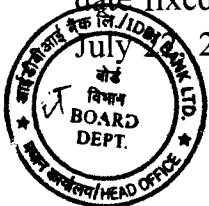
In terms of the provisions of Section 104 of the Companies Act, 2013 read with Article 89 of the Articles of Association of the Bank, having been elected by the Directors present in the AGM, Shri Kishor Kharat, MD & CEO took the chair. As, in terms of Section 103 of the Companies Act, 2013 read with Article 87 of the Articles of Association, the requisite quorum for the meeting was present, Chairman of the Meeting 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 12<sup>th</sup> 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 of the Meeting 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 June 02, 2016 convening the 12<sup>th</sup> AGM and, with the consent of Members present, the notice was taken as read.

Chairman of the Meeting, then, read his detailed statement on the performance of the Bank. He apprised the Members that there were no qualifications, observations or comments on the financial transactions or matters which have any effect on Bank's functioning, in the Auditor's Report or in the Secretarial Auditor's Report for FY 2015-16, 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 of the Meeting 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, 2011, IDBI Bank had provided e-voting facility to the Members vide 12<sup>th</sup> AGM Notice dated June 02, 2016 dispatched between June 21 to 28, 2016. Members voted through remote e-voting till July 21, 2016 (5:00 PM IST), being the last date fixed for e-voting as per relevant Rules under the Companies Act, 2013. Further, on July 22, 2016, the day of the 12<sup>th</sup> 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 e-voting earlier. 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.

Thereafter, Chairman of the Meeting 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 of the Meeting replied to the queries raised by members in detail and provided clarifications on various matters 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.

Thereafter, Chairman of the Meeting invited the Members to formally propose and second the Resolutions given in the AGM Notice. A few Members proposed and seconded the Resolutions. Chairman, then, formally put the Resolutions to vote at the AGM.

Based on the Scrutinizer's Consolidated Report dated July 22, 2016 (annexed herewith) on the remote e-voting as well as tab Voting at the AGM, the Chairman of the Meeting declared that all proposals contained in IDBI Bank's 12<sup>th</sup> AGM Notice dated June 02, 2016, as given below, had been duly passed on the date of the 12<sup>th</sup> AGM, i.e., July 22, 2016:

### **Resolutions passed at the AGM**

1. Adoption of the Audited Financial Statements of IDBI Bank as on March 31, 2016 together with Reports of Directors and Auditors thereon - **Passed as Ordinary Resolution.**
2. Authorising the Board of Directors to appoint Joint Statutory Auditors of IDBI Bank and Branch Statutory Auditor of DIFC, Dubai Branch of IDBI Bank for FY 2016-17 - **Passed as Ordinary Resolution.**
3. Appointment of Shri Gyan Prakash Joshi as Independent Director of the Bank - **Passed as Ordinary Resolution.**
4. To note the appointment of Shri Kishor Piraji Kharat as MD & CEO of IDBI Bank, by Govt. of India. – **Passed as Ordinary Resolution.**



5. To note the nomination of Shri Pankaj Jain, Joint Secretary, Department of Financial Services, Govt. of India as Government Nominee Director on the Board of IDBI Bank - **Passed as Ordinary Resolution.**
6. Re-appointment of Shri S. Ravi as Independent Director of the Bank - **Passed as Special Resolution.**
7. Re-appointment of Shri Ninad Karpe as Independent Director of the Bank - **Passed as Special Resolution.**
8. Enabling Resolution u/s 62(1) (c) of the Companies Act, 2013 for issue of shares aggregating upto ₹ 8,000 crore (inclusive of premium amount) through various modes of issue including QIP - **Passed as Special Resolution.**
9. Enabling Resolution u/s 42 of the Companies Act, 2013 for mobilization in one or more tranches upto ₹ 20,000 crore comprising of Bonds by way of Private Placement/Public Issue - **Passed as Special Resolution.**
10. Increase in the Authorized Share Capital of the Bank from ₹ 3000 crore to ₹ 4500 crore and other amendments in Articles of Association of the Bank - **Passed as Special Resolution.**


Chairman informed the Members that 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 12<sup>th</sup> AGM, Chairman of the Meeting 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 22, 2016**

For IDBI Bank Ltd

  
(Pawan Agrawal) 22/07/16  
Company Secretary

