

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L65190MH2004GOI148838

मैसर्स INDUSTRIAL DEVELOPMENT BANK OF INDIA LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
INDUSTRIAL DEVELOPMENT BANK OF INDIA LIMITED

जो मूल रूप में दिनांक सत्ताईस सितम्बर दो हजार चार को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
INDUSTRIAL DEVELOPMENT BANK OF INDIA LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.6.1985 एस.आर.एन. A36843894 दिनांक 07/05/2008 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
IDBI Bank Limited

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा मुंबई में आज दिनांक सात मई दो हजार आठ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L65190MH2004GOI148838

In the matter of M/s INDUSTRIAL DEVELOPMENT BANK OF INDIA LIMITED

I hereby certify that INDUSTRIAL DEVELOPMENT BANK OF INDIA LIMITED which was originally incorporated on
Twenty Seventh day of September Two Thousand Four under the Companies Act, 1956 (No. 1 of 1956) as
INDUSTRIAL DEVELOPMENT BANK OF INDIA LIMITED having duly passed the necessary resolution in terms of
Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been
accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of
Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A36843894 dated
07/05/2008 the name of the said company is this day changed to IDBI Bank Limited and this Certificate is issued
pursuant to Section 23(1) of the said Act.

Given under my hand at Mumbai this Seventh day of May Two Thousand Eight.



(SHRIRAM MOTIRAM SAINDANE)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई

Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

IDBI Bank Limited
IDBI TOWERWTC COMPLEX, CUFFE PARADE,
MUMBAI - 400005,
Maharashtra, INDIA



प्रास्प. आई. आर.
Form I. R.
निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

U 65190 MH 2004 PLC 148838

ता. _____ की सं. _____

No. _____ of Date _____

मैं एतद्वारा प्रमाणित करता हूँ कि आज _____

कम्पनी अधिनियम (1956 का. सं. 1) के अधीन निगमित की गई है और कम्पनी परिलिखित है।

INDUSTRIAL DEVELOPMENT BANK OF INDIA

I hereby certify that

LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता. _____ को दिया गया।

Given under my hand at **MUMBAI** this **TWENTYSEVENTH**

day of **SEPTEMBER** **FOUR**
Two Thousand



(**C.V.SAJEEVAN**)

कम्पनियों का रजिस्ट्रार
ASSTT. Registrar of Companies
Maharashtra, Mumbai

जे. एस. सी.- 1

J. S. C.-1

118/एम. डब्ल्यू. इत. /सिडिल/कल/ 92-20-000-3-4-93-GIPG/नासपुना

118MFS/CM/C/92-20-000-3-4-93-GIPG.

CO.NO. 11-148838



सत्यमेव जयते

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र
Certificate for Commencement of Business
कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसारण में
Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद्द्वारा प्रमाणित करता हूँ कि

जो कम्पनी अधिनियम, 1956 क अधीन तारीख को निर्मित की गई थी और जिसने आज विहित प्ररूप में सम्यक् रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149 (1) (क) से लेकर (घ) तक/149 (2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की इकदार है।

I hereby certify that the **INDUSTRIAL DEVELOPMENT BANK OF INDIA LIMITED**

which was incorporated under the Companies Act, 1956, on the **27th** day of **SEPTEMBER 2004**, and which has this day filed a duly verified declaration in the prescribed form that the conditions of Section 149 (1) (a) to (d)/149(2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख को
में दिया गया।

Given under my hand at **MUMBAI**
this **28th** day of **SEPTEMBER**
and **2004**



C.V. SAJEEVAN
कम्पनियों का रजिस्ट्रार
ASSTT. Registrar of Companies
Maharashtra, Mumbai.

U 65190 MH 2004 PLC 148838

No. 11— 148838

(Section 18(1) of the Companies Act, 1956)

**CERTIFICATE OF REGISTRATION OF
SPECIAL RESOLUTION PASSED FOR
ALTERATION OF OBJECTS**

M/s. INDUSTRIAL DEVELOPMENT BANK OF INDIA LIMITED
having by Special Resolution passed on 4th March 2005
altered the provisions of its Memorandum of Association
with respect to its objects, and a copy of the said resolution
having been filed with this office on 10th March 2005

I hereby certify that the Special Resolution passed on 04/03/05
together with the printed copy of the Memorandum or
Association, as altered, has this days been registered.

Given under my hand at MUMBAI
this 17th day of MARCH
~~Two thousand~~ 2005



(A.S. SINGH)
ASSTT/ADDY REGISTRAR OF COMPANIES,
MAHARASHTRA, MUMBAI.

(THE COMPANIES ACT, 1956

And

THE COMPANIES ACT, 2013)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

IDBI BANK LIMITED

- I. The name of the Company is **"IDBI Bank Limited"**
- II. The Registered Office of the Company will be situated at Mumbai in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.
- III. The objects for which the Company is established are :-
 - (A) **MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE**
 1. To establish and carry on business of banking in all forms within India and outside India.
 2. To acquire by transfer or otherwise the undertaking of the Industrial Development Bank of India, a corporation established under the Industrial Development Bank of India Act, 1964 (18 of 1964) togetherwith all its business, assets, rights, powers, authorities and privileges and all properties, movable and immovable, real and personal, corporeal and incorporeal, in possession or reservation, present or contingent of whatsoever nature and wheresoever situate, including lands, buildings, vehicles, cash balances, deposits, foreign currencies, disclosed and undisclosed reserves, reserve fund, special reserve fund, benevolent reserve fund, any other fund, stocks, investments, shares, bonds, debentures, securities, management of any assisted entities, loans, advances and guarantees given to any person or assisted entities, tenancies, leases and book debts and all other rights and interests arising out of such property as were immediately before the date of transfer in the ownership, possession or power of the Industrial Development Bank of India in relation to its undertaking, within or outside India, all books of accounts, registers, records and documents, relating thereto and shall also be deemed to include all borrowings, liabilities and obligations of whatever kind within or outside India, then subsisting of the Industrial Development Bank of India.
 3. To finance, promote or develop industry and assist in the development of industries by -

- (a) granting loans and advances to -
 - (i) any State Financial Corporation or any other state industrial development corporation or any state industrial and investment corporation, non-banking financing company, any financial institution, any scheduled bank or State co-operative bank by way of refinance of any loans or advances granted by such corporations, financial institutions or banks;
 - (ii) any scheduled bank or State co-operative bank or any State Financial Corporation or any other financial institution, by way of refinance of any loans or advances granted by such bank or institution which are for the purpose of, or in connection with, the export of capital goods, commodities or merchandise from India or the execution of any turn-key project outside India.
- (b) accepting, discounting or re-discounting bills of exchange and promissory notes made, drawn, accepted or endorsed by any manufacturer, user or any person selling capital goods;
- (c) subscribing to or purchasing stocks, shares, bonds or debentures of any State Financial Corporation or any other financial institution, whether within or outside India;
- (d) granting lines of credit or loans and advances to any State Financial Corporation or any other financial institution for the purpose of any business of such corporation or institution;
- (e) granting loans and advances or subscribing, or purchasing, or underwriting the issue of stocks, shares, bonds or debentures or securities:

Provided that nothing contained in this clause shall be deemed to preclude the Company from granting loans or advances, or subscribing to debentures, the amounts outstanding thereon may be convertible at the option of the Company into stocks or shares of that entity within the period the loan, advance or debenture is repayable.

Explanation - In this clause, the expression "the amounts outstanding thereon" used in relation to any loan or advance, shall mean the principal, interest and other charges payable on such loan or advance as at the time when the amounts are sought to be converted into stocks or shares;

- (f) granting loans and advances -
 - (i) to any person exporting products; or
 - (ii) to any person outside India, in connection with the export of capital goods from India; or
 - (iii) for the execution of turn-key projects outside India by any person in India;

- (g) transferring for consideration any instrument relating to loans and advances granted by the Company;
 - (h) granting loans and advances to any person for purposes of investment;
 - (i) guaranteeing deferred payments;
 - (j) guaranteeing –
 - (i) loans which are floated in the public market; and
 - (ii) loans from any scheduled bank or State co-operative bank or any State Financial Corporation or any other financial institution;
 - (k) guaranteeing the obligations of any scheduled bank or State co-operative bank or any State Financial Corporation or any other financial institution, arising out of, or in connection with, underwriting the issue of stocks, shares, bonds or debentures or securities;
 - (l) granting, opening, issuing, confirming or endorsing letters of credit and negotiating or collecting bills and other documents drawn thereunder;
 - (m) providing consultancy and merchant banking services in or outside India;
 - (n) acting as the trustee for the holders of debentures or other securities;
 - (o) acquiring, the undertaking including the business, assets and liabilities of any institution the principal object of which is the promotion or development of industry, or the grant of financial assistance for such promotion or development;
 - (p) undertaking research and surveys for evaluating or dealing with marketing or investments and undertaking and carrying on techno-economic studies in connection with the development of industry;
 - (q) providing technical, legal, marketing and administrative assistance to any person for promotion, management or expansion of any industry;
 - (r) planning, promoting and developing industries to fill up gaps in the industrial structure in India and outside India;
 - (s) promoting, forming or conducting or associating in the promotion, formation or conduct of companies, subsidiaries, societies, trusts or such other association of persons as the Company may deem fit;
4. To generally engage in every form of banking business.
- *5. Soliciting or procuring insurance business as a corporate agent

* [added vide special resolution passed under Section 17(1) of the Companies Act, 1956 by way of postal ballot in terms of Section 192A of the Companies Act, 1956 and Companies (passing of resolution by postal ballot) Rules, 2001]

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE

6. Borrowing, raising or taking up of money by way of loans or otherwise and lending or advancing of money either upon or without security; drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, certificates, scrips and other instruments and securities whether transferable or negotiable or not; granting and issuing of letters of credit, traveller's cheques and circular notes; buying, purchasing, acquiring, holding, selling and otherwise dealing in bullion and specie; buying and selling of foreign exchange including foreign bank notes and providing foreign exchange advisory services; acquiring, holding, issuing on commission, underwriting and dealing in stock, funds, shares, debentures, debentures stock, bonds, obligations, securities and investment of all kinds; purchasing and selling of bonds, scrips or other forms of securities on behalf of constituents or others, negotiating of loans and advances, receiving of all kinds of bonds, scrips or valuables on deposit or for the safe custody or otherwise; providing of safe deposit vaults; collecting and transmitting of money and securities; insurance; sponsoring a mutual fund, acting as a trustee in a mutual fund, issuing and dealing in credit cards, debit cards and smart cards or extending any other credit.
7. To engage in effecting, insuring, guaranteeing, underwriting, participating in managing and carrying out of any issue, public or private, of State, municipal or other loans or of shares, stock, debentures or debenture stock of any company, corporation or association and lending of money for the purpose of any such issue.
8. To act as agent for any Government or local authority or any other person or persons; carrying on of agency business of any description including the clearing and forwarding of goods, giving of receipts and discharges and otherwise acting as attorney on behalf of customers, but excluding the business of secretary or treasurer of a company.
9. To contract for public and private loans; negotiating and issuing the same.
10. To carry on and transact every kind of guarantee and indemnity business.
11. To provide savings, credit, debit, charge, investment or other related facilities to any person or persons (whether individuals, firms, societies, trusts, companies, other body corporates or other entities including statutory corporations) whether in the private or public sectors by issuance of credit, debit, charge, stored value, prepaid, smart or other cards whether private label, co-branded, affinity or otherwise and to provide all other related services of the like nature and also to establish and maintain card(s) acceptance network (including physical, electronic, computer or automated machines network) and to make payments or provide settlement and other services to the merchants or issuing banks, on account of usage by the card holders of the credit, debit, charge, stored value, pre-paid, smart or other

cards whether private label, co-branded, affinity or otherwise and to provide all other related services of the like nature.

12. To lend money in rupees or in other currencies, (with or without security) for any maturity, in any form whatsoever including (but not limited) by way of subscriptions to shares, scrips, bonds, debentures and other securities of the like nature; loans, advances, installment credit, trade finance, hire, or otherwise to any person or persons (whether individuals, firms, societies, trusts, companies, other body corporates or other entities including statutory corporations, governments, State, sovereign, public entity or body or authority, supreme, local or otherwise or other entities) whether in the private or public sector for any purpose whatsoever, including agriculture, horticulture, floriculture, sericulture, pisciculture, animal husbandry, all types of industries including infrastructure works, export-import, housing, transport, tourism, consumer, or other business and commercial activities and also to provide any financial assistance, by way of loans, advances, for (a) purchasing or acquiring any freehold or lease hold lands, estates or right, title or interest in any land or property; (b) construction, erection, purchase, alterations, repairs, renovations, maintenance and or development of any dwelling house or building or any form of real estate or any portion thereof; (c) formation, construction and development industrial estates, industrial parks, technology parks and housing colonies.
13. To issue, subscribe, purchase, buy, acquire, hold, sell, dispose of or otherwise deal with or trade in derivative, financial instrument, including futures, forwards, options, swaps, caps, collars, floors, swap options, bond options, or other derivatives instruments, whether traded on any market, or exchange or otherwise, for proprietary, trading activities, or for any person or persons (whether individuals, firms, companies, trusts, body corporates, governments, State, sovereign, public entity or body or authority, supreme, local or otherwise or other entities) whether in the private or public sector.
14. To promote, organize, manage, or undertake the activities of insurance intermediaries, including insurance, re-insurance, brokers, consultants, surveyors, loss assessors, loss control engineers, risk managers, actuarial analysts, and to promote, organize, manage, or undertake, marketing, trading, distribution or servicing of insurance and assurance products of all kinds, whether life or general; financial, investment or other products including (without limitation), securities, units, other certificates of like nature or services offered by the Company and or person or persons (whether individuals, firms, companies, trusts, body corporates, governments, State, sovereign, public entity or body or authority, supreme, local or otherwise or other entities) whether in the private or public sector.
15. To promote, organize, or manage funds or investments on a discretionary or non-discretionary on behalf of person or persons (whether individuals, firms, companies, trusts, body corporates, governments, State, sovereign, public entity or body or authority, supreme, local or otherwise or other entities) whether in the private or public sector.
16. To acquire, manage, hold, sell and generally deal with any property or any

right, title or interest in any such property which may form the security or part of the security for any loans or advances or any financial assistance which may be connected with any such security for the purpose of realising the amounts due to the Company in respect of such financial assistance or as the Directors may think fit.

17. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company, or the dependents or connections of such persons; granting pensions and allowances and making payment towards insurance; subscribing to or guaranteeing moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
18. To hire or hire out, acquire, construct, maintain and alter any building or works or immovable property for its own use or for providing residences for its officers and other employees or for providing training facilities.
19. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of or turn into account or otherwise deal with all or any part of the property and rights of the Company.
20. To provide financial assistance or other services for the purpose of export from or import into India or any other country goods or services or both.
21. To open, establish, maintain and operate currency chests and small coin depots on such terms and conditions as may be required by the Reserve Bank of India Act, 1934 and enter into all administrative or other arrangements for undertaking such functions with Reserve Bank of India.
22. To undertake and execute trusts and the administration of estates as executor or trustee; and administrators, guardians, arbitrators, receivers, managers, liquidators, and to hold, administer, manage, sell, realise, invest, dispose of and deal with the moneys, property (both movable and immovable) and any business comprised in any estate of which the Company is executors, administrators, trustees, guardians, receivers, arbitrators, managers or liquidators.
23. To appoint trustees (whether individuals or corporations) to hold securities on behalf of and to protect the interest of the Company.
24. To undertake on commission or other remuneration and execute the office of treasurer or accountant and to keep for any company, government, authority, body or society, whether incorporated or not, any register relating to any share, stocks, funds or securities, and to undertake any duties in relation to the registration of transfers, the issue of certificates and other like duties.
25. To act as a custodian or depository of securities of all kinds, by itself or in association with or through any other company or person or Department of the Government or authority for purposes of storage, in any form

gratuitously or otherwise, letting on hire and otherwise disposing off safes, strong rooms and other receptacles for money, securities or documents of all kinds.

26. To act as Registrar and Transfer Agents and Registrar to the Issue, Issue Agents and Paying Agents
27. To advise on or to offer, give, take, circulate and/or otherwise organise, accept or implement, takeover bids, mergers, amalgamations including cross border mergers and acquisitions, diversification, rehabilitation or restructuring of any business, concern, undertaking, company, body corporate, partnership firm or any other association of persons whether incorporated or not, whether as a going concern or as a part of the concern or otherwise as may be required having regard to business exigencies.
28. To enter into arrangements with any Government or any other Authority or municipal or local bodies which may seem conducive to the Company's objects or any of them and to obtain from any such Government or Authority any concessions, grants or decrees rights or privileges whatsoever which the Company may think fit or which may seem to the Company capable of being turned to account and to comply with, work, develop, carry out, exercise and turn to account any such arrangements, concessions, grants, decrees, rights or privileges.
29. To subscribe to or to purchase, underwrite, invest in and acquire, hold, manage, sell, dispose off, exchange, issue or turn to account, deal in shares, stocks, debentures, debenture stock, bonds, deposits, obligations and Securities of all kinds, Commercial Paper, Certificates of Deposits or any other financial instruments issued or guaranteed by any person, company, body corporate, trust, society, association, Government or Authority.
30. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property, patents, licences, rights or privileges which the Company may think necessary or convenient for any business of the Company and to develop and turn to account and deal with the same in such manner as may be thought expedient and pay for any property or right so acquired, either in cash or in any other manner in one or more modes and partly in another and generally on such terms as may be determined by the Directors of the Company.
31. To merge, amalgamate or consolidate, acquire, purchase, or otherwise, the whole or any part of, any interest in the business, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any other company (including any banking company, financial institution, nationalized Bank, housing finance company, non-banking finance company), corporation, partnership firm, person or persons carrying on, or having ceased to carry on, any business which the Company is authorised to carry on, or possessing property suitable for the purposes of the Company and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, moneys worth, or otherwise as may be deemed advisable.

32. To act as foreign exchange dealer and to buy, sell, or otherwise deal in all kinds of foreign currency including foreign bank notes, foreign currency option, forward covers, swaps of all kinds and to transact for itself or on behalf of any person, body corporate, company, society, firm or association of persons whether incorporated or not, all transactions in foreign currency.
33. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company.
34. To carry on the business of merchant banking, mutual fund, investment banking, portfolio investment management, corporate consultants & advisors, syndication of loan and financial arrangements and market making.
35. To carry on the business of share broker, finance broker and other financial services including advisory and counselling services and facilities of every description capable of being provided by share and stock brokers, share and stock jobbers, share dealers, investment fund managers and to arrange and sponsor public and private issues or placement of shares and loan capital and to negotiate and underwrite such issues and acting as agents of insurance for all kinds and for all risks.
36. To carry on the business providing venture capital, seed capital, risk capital, for the development of industries
37. To carry on the business of bancassurance and other related activities;
38. To carry on the business of factoring by purchasing and selling debts receivables and claims including invoice discounting and rendering bill collection, debt collection and other factoring services;
39. To carry on the business of hire purchase finance and leasing including sub-leasing, cross border leasing and lease syndication and to acquire to provide on lease or on hire purchase basis all types of plant, equipment, machinery, vehicles, buildings and real estate, required for manufacturing, processing, transportation and trading business and other commercial and service business and financing export or import of machinery and equipment on lease basis.
40. To carry on the business of consultancy services of all kinds and descriptions and business process outsourcing services in or outside India;
41. To hold in the names of others any property which the Company is authorised to acquire.
42. To transfer the rights and interests of the Company (including any other rights incidental thereto) in relation to any loan or advance granted, or any amount recoverable, by it may be transferred by the Company, either in

whole or in part, by the execution or issue of any instrument or by the transfer of any instrument by endorsement, or in any other manner in which the rights and interests in relation to such loan or advance may be lawfully transferred, and the Company may, notwithstanding such transfer, act as the Trustee for the transferee.

43. To acquire, by transfer or assignment, the rights and interest of any bank or other institution (including any other rights incidental thereto) in relation to any loan or advances granted, or any amount recoverable by such bank or institution, either in whole or in part, by the execution or issue of any instrument or by the transfer of any instrument or in any other manner).
44. To receive gifts, grants, donations, benefactions, funds from government or any other source for its business.
45. To levy and collect interest, fees, commission, commitment, service and other charges for the loans and advances granted by the Company, or for its financial or other assistance or in respect of indemnities, licences, permissions, guarantees or counter-guarantees given by it or for the services rendered by the Company to other persons.
46. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the company and the issue of its capital.
47. To create any depreciation fund, development rebate fund, investment allowance reserve fund, reserve fund, sinking fund, or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes conducive to the interests of the Company.
48. To invest and deal with or to keep in deposit the money of the Company in such manner as the Company may deem fit.
49. To open bank accounts of all nature, including overdraft accounts and to operate the same.
50. To establish, maintain and operate electronic teller machine for carrying of any of the banking business
51. To establish and maintain agencies, offices or branches whether in India or outside India.
52. To procure the registration or recognition of the Company in or under the laws of any place outside India.
53. To take such steps as may be necessary to give the Company the same rights and privileges in any part of the world as are possessed by local companies or partnerships of a similar nature.
54. To refer to or agree to refer any claims, demands, dispute or any other

question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members of the Company and/or his representative, or between the Company and third parties, to arbitration and to observe and perform and do all acts, matters and things to carry out or enforce the awards.

55. To appoint or employ temporarily or permanently or obtain on deputation or engage any person or persons who may be required for purposes of the Company and to pay for their services, wages, gratuities, provident fund and other contributions.
56. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.
57. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects.
58. To indemnify officers, Directors, promoters and servants of the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done, for and in the interest of company or for any loss or damage or misfortune whatever happens in execution of duties of their offices or in relation thereto and for this purpose to pay for and obtain insurance policies offered by insurance companies.
59. To effect and maintain insurance against loss of or injury to any property of or any persons employed by the Company or against any other loss to the Company.
60. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connection of such persons by building or contributing to the building of houses or dwelling or by grants of money, pensions, allowances, bonus, ex-gratia, or other payments or by creating and from time to time subscribing or contributing to provident funds and other associations/institutions funds or trusts and by providing or subscribing or contributing towards places of instruction, education and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
61. To consider, originate and support improvement in the commercial and other laws affecting banking, industry, trade or commerce and to promote legislation and other measures affecting such banking, industry, trade or commerce for the advancement of the Company's interest.
62. To apply for, obtain, register, purchase, lease, take licence or otherwise to acquire and to hold, protect, own, use, renew, exercise, develop, operate and introduce, and to sell, assign, grant licences or territorial rights in respect of, or otherwise turn to account or dispose of in any part of the world, any copyrights, trade marks, trade names, brands, labels, patents, patent rights, brevets invention, designs or inventions, improvements or processes used in

connection with or secured under the laws of patent of the Union of India or of any other country or government or otherwise, in relation to any of the purposes herein stated; and to acquire, use, exercise or otherwise turn to gain licences in respect of any such trade marks, trade names, brands, labels, patents, inventions, processes and the like or any such rights, and to expend moneys in experimenting upon, testing or improving any such patents, inventions or rights.

63. To communicate with chambers of commerce, and other mercantile and public bodies in India and elsewhere, and concert and promote measures for the protection and advancement of trade, industry and commerce and other facilities.
64. To acquire and hold one or more membership in stock/security exchanges, trade associations, commodity exchanges, clearing houses or associations or otherwise in India or any part of the world, to secure membership privilege therefrom and to acquire and hold membership in any association of bankers, merchant bankers, insurance companies, brokers, security dealers or commodity dealers or any other associations, membership of which will or is likely in any way to facilitate the conduct of the Company's business.
65. To maintain close contact with other institutions in India and other parts of the world having similar objectives either wholly or partially, by way of payment to subscription, enrollment as a member, fiscal or other sort of assistance, collaboration or co-operation or any other way as the Company may deem necessary.
66. To devise and adopt measures and to expend any monies of the Company for the purpose of promoting thrift and the habit of banking among all classes of people and advertising business of Company and popularise banking generally.
67. To adopt such means of making known the business, interests and services of the Company as it may seem expedient and in particular by exhibiting at and promoting exhibitions, advertising in the press, radio or television, by circular, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
68. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company, and to obtain and justify public confidence and to avert or minimise financial disturbances which might directly or indirectly affect the Company.
69. To undertake or arrange market research and other surveys for specific products, businesses and organisations or sovereign authorities in furtherance of the objects of the company.
70. To enter into all types of internal or external foreign collaborations, licence arrangements, technical assistance, financial or commercial arrangements including the survey of markets for export and to study market conditions in

India and outside, for the fulfilment of any objects herein contained.

71. To collect, compile and disseminate market and credit information in respect of international trade.
72. To establish, provide maintain and conduct or otherwise subsidise research by providing, subsidy or assisting libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of the scientific or technical professors, teachers or researchers and by providing or contributing to the awards or scholarships, prizes, grants to students or otherwise and generally to encourage promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
73. To distribute any of the property or assets of the Company to its Members in "specie or kind" in the event of winding-up.
74. To draw any schemes or plans and to implement them to achieve the objects of the Company.
75. To organize and facilitate foreign participation in development of projects in India, including infrastructure projects.
76. To securitise its loan portfolio and to promote and facilitate securitisation of the loan portfolio of companies and other entities engaged in the development and financing of all types of projects and to create and develop a secondary market for the securitised receivables including by way of acting as an intermediary.
77. To securitise, purchase, acquire, invest in, transfer, sell, dispose of or trade in any financial asset whatsoever, receivables, debts, whether unsecured or secured by mortgage of immovables or charge on movables or otherwise, securitised debts, asset or mortgaged backed securities or mortgaged backed securitised debts and to manage, service or collect the same and to appoint managing, servicing or collection agent therefore and to issue certificates or other instruments in respect thereof to public or private investors and to guarantee and insure the due payment, fulfillment and performance of obligations in respect thereof or in connection therewith and to promote, establish, undertake, organize, manage, hold or dispose of any special purpose entity, body corporate or vehicle for carrying on all or any such activities.
78. To obtain from any person, firm, government authority, agency, company or body corporate, whether in India or elsewhere, technical information, formulations, know-how, processes, layout, blue prints and expert advice or financial accommodation for infrastructure development work or projects and to pay to or to the order of such person, government authority, agency or body corporate, any fee, royalty, bonus, remuneration or issue shares in lieu thereof or otherwise compensate them in any other manner for the services rendered by them.

79. To promote and form companies (including banking companies, housing finance companies, non-banking finance companies) or subsidiaries, whose object is to engage in any one or more forms of business specified in section 6 of the Banking Regulation Act, 1949 or other statutes for the time being and to acquire and undertake the whole or any part of the business of any person or company or co-operative society, when such business is of a nature enumerated or described in section 6 of the Banking Regulation Act, 1949 or other statutes for the time being.
80. To engage in any other form of business, which the Central Government, in consultation with the Reserve Bank may, by notification in official gazette, specify as a form of business in which it is lawful for a banking company or banking co-operative society to engage.
81. To do all such other things as are incidental or conducive to the promotion or advancement of the business of the Company.
82. To do all or any of the above things in India or any part of the world as principals, agents, contractors, trustees or otherwise, by or through trustees, attorneys, agents or otherwise, and either alone or in conjunction with others.
83. To undertake designing, constructing and developing, management know-how, studies, development and evaluation of projects, expertise, data, information and/or dealing with technical know-how connected with activities referred to in main objects of the Company.

C. OTHER OBJECTS

84. To commence and carry on the business as assessors, designers, draftsman, estimators, surveyors or valuers.
- IV. The liability of the members is limited.
- #V. The authorised share capital of the company shall be ₹ 4500,00,00,000 (Rupees Four Thousand Five Hundred Crore only) divided into 450,00,00,000 equity shares of ₹ 10/- each.

[altered by passing special resolution at the 12th AGM of the Bank held on July 22, 2016]

We, the several persons whose names, addresses and descriptions are subscribed hereto, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company as set opposite to our respective names.

Sr. No.	Name, address, description and occupation of each subscriber	Number of Equity Shares taken by subscriber	Signature of subscriber	Signature, name, address, description and occupation of witness
1.	President of India through Shri Narendra Singh Sisodia, IAS, Secretary (Financial Sector), Government of India, Ministry of Finance, Department of Economic Affairs, New Delhi.	50,000 (Fifty thousand only)	sd/-	Sd/- Atul Kumar Rai, Director, Min. of Finance, Banking Division, New Delhi
2.	Shri Meleveetil Damodaran, IAS, Chairman-cum-Managing Director, Industrial Development Bank of India, IDBI Tower, Cuffe Parade, Mumbai.	1 (One)	sd/-	Sd/- N.S. Venkatesh, DGM, IDBI, Mumbai
3.	Shri Vinod Rai, IAS, Additional Secretary (Financial Sector), Government of India, Ministry of Finance, Department of Economic Affairs, New Delhi.	1 (One)	sd/-	Sd/- Atul Kumar Rai, Director, Min. of Finance, Banking Division, New Delhi
4.	Shri Sunil Behari Mathur, Chairman, Life Insurance Corporation of India, Yogakshema, Jeevan Bima Marg, Mumbai.	1 (One)	sd/-	Sd/- N.S. Venkatesh, DGM, IDBI, Mumbai
5.	Shri Girish Chandra Chaturvedi, IAS, Joint Secretary (Banking & Insurance), Government of India, Ministry of Finance, Department of Economic Affairs, New Delhi.	1 (One)	sd/-	Sd/- Atul Kumar Rai, Director, Min. of Finance, Banking Division, New Delhi
6.	Shri Amitabh Verma, IAS, Joint Secretary (Banking Operation), Government of India, Ministry of Finance, Department of Economic Affairs, New Delhi.	1 (One)	sd/-	Sd/- Atul Kumar Rai, Director, Min. of Finance, Banking Division, New Delhi
7.	Shri Palliazhikom Mohamed Kassim Sirajuddin, Joint Secretary, Government of India, Ministry of Finance, Department of Economic Affairs, New Delhi.	1 (One)	sd/-	Sd/- Atul Kumar Rai, Director, Min. of Finance, Banking Division, New Delhi
		50,006 (Fifty thousand six)		

Mumbai, Dated this 24th day of September 2004.

Copy of special resolution under section 17(1) of the Companies Act, 1956 passed by the Shareholders by postal ballot on March 4, 2005 in terms of section 192A of the Companies (passing of resolution by postal ballot) Rules, 2001

"RESOLVED THAT pursuant to the provisions of section 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval/confirmation of any authorities, if necessary, the Memorandum of Association of the Transferee be and is hereby altered by inserting the following as serial No. 5 in Part (A) of the Main Objects Clause III, namely;

"5. Soliciting or procuring insurance business as a corporate agent".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to agree and accept such modifications or the terms and conditions as may be directed or stipulated by the concerned authorities, to modify the same accordingly, obtain confirmation thereto and to take such other steps as may be required to implement the above".

CERTIFIED TRUE COPY



**Company Secretary
IDBI Bank Limited
Mumbai**



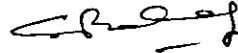
**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173
OF THE COMPANIES ACT, 1956**

Regulation 4 of the Insurance Regulation and Development Authority (Licensing of Corporate Agents) Regulations, 2002 requires that the Memorandum of Association of the registered entity should contain as one of its main objects soliciting or procuring insurance business as a corporate agent. IBL had amended its Memorandum of Association and registered itself as a corporate agent with Insurance Regulation and Development Authority ("IRDA"). After the amalgamation of IBL with IDBI Ltd., the amalgamated entity will carry on the activity as a corporate agent. An amendment of the Memorandum of Association is required to enable IDBI Ltd. to register with the IRDA.

None of the directors is concerned or interested in this resolution.

In terms of section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, this resolution requires obtaining consent of the members by means of a postal ballot. Accordingly, a postal ballot form has been enclosed with this notice to enable the exercise of voting rights by the members. The company has appointed M/s. S.N Ananthasubramanian & Co. as scrutinizer for conducting the postal ballot in a fair and transparent manner. The postal ballot form shall be returned duly completed in the attached self addressed post pre-paid envelope so as to reach the scrutinizer on or before February 28, 2005. The scrutinizer after completion of the scrutiny will submit his report to the Chairman and the results of the postal ballot will be declared through a press release. Members are requested to follow the instructions printed at the back of the postal ballot for exercising their voting rights through the postal ballot.

CERTIFIED TRUE COPY



**Company Secretary
IDBI Bank Limited
Mumbai**

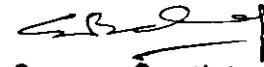
(2)

**Copy of special resolution passed under section 21
of the Companies Act, 1956 by Postal Ballot under
Section 192A of the Companies Act, on April 25, 2008**

"RESOLVED THAT the consent of the company be and is hereby accorded in terms of section 21 and other applicable provisions, if any, of the Companies Act, 1956, the Banking Regulation Act, 1949 and the Memorandum and Articles of Association of the company to change the name of the company from "Industrial Development Bank of India Limited" to "IDBI Bank Limited" subject to the approval of the Central Government signified in writing and with effect from the date of issue of fresh Certificate of Incorporation by the Registrar of Companies, Maharashtra."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to the aforesaid resolution."

CERTIFIED TRUE COPY



**Company Secretary
IDBI Bank Limited
Mumbai**

(R)

**Explanatory Statement pursuant to Section 173 of the
Companies Act, 1956 in respect of the special resolution
pertaining to Section 21 of the Companies Act, 1956
passed on April 25, 2008 by Postal Ballot**

The erstwhile Industrial Development Bank of India (IDBI) was established as a term-lending financial institution under the Industrial Development Bank of India Act, 1964 [18 of 1964] [IDBI Act]. In accordance with its charter as well as the statutory restrictions placed upon it, erstwhile IDBI functioned purely in the capacity of a term-lending financial institution, and was not permitted to engage in commercial banking or retail banking. Ultimately, in view of the statutory restrictions, in the year 1994, IDBI was constrained to promote an independent subsidiary company known as IDBI Bank Limited. IDBI Bank Limited was at all times a separate and distinct legal entity which engaged purely in commercial banking and retail banking, i.e., the areas in which IDBI itself was unable to operate. Pursuant to the provisions of Industrial Development Bank (Transfer of Undertaking and Repeal) Act, 2003 [53 of 2003] (IDBI Repeal Act), the business and undertaking of erstwhile IDBI, a statutory corporation established under IDBI Act has been transferred to, and vested in, Industrial Development Bank of India Limited, (IDBI Limited), a company registered and incorporated under the Companies Act, 1956 (1 of 1956) and a banking company within the meaning of section 5(c) of the Banking Regulation Act, 1949 (10 of 1949) with effect from 01.10.2004 vide notification dated 29.09.2004 issued by Government of India (Ministry of Finance, Department of Economic Affairs, Banking Division). Pursuant to IDBI Repeal Act, IDBI Limited is also permitted to carry on the banking business in accordance with the Banking Regulation Act, 1949 in addition to the business, which was already carried on and transacted by erstwhile IDBI as a term-lending financial institution.

Reserve Bank of India (RBI), the central bank of the country, vide order dated 01.04.2005 issued under sub-section (4) of section 44A of the Banking Regulation Act, 1949 sanctioned the scheme of amalgamation of erstwhile IDBI Bank Ltd. (Transferor Bank) with IDBI Limited (Transferee Bank) with effect from 02.04.2005. Under the Scheme of Amalgamation, IDBI Limited is the continuing legal entity. In view of the

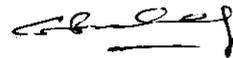
change in the structure and organization of the erstwhile IDBI and the business to be transacted, it became necessary to change the name to reflect the business transacted by the company, namely, IDBI Ltd. Hence, it is proposed to change its name to "IDBI Bank Limited."

In-Principle approval of the Central Government as also no objection of Reserve Bank of India in terms of Section 49B of the Banking Regulation Act, 1949 have been obtained for the proposed change of name to IDBI Bank Limited. The Registrar of Companies (ROC), Maharashtra has made the aforesaid name, viz., "IDBI Bank Limited" available to the company for adoption. In terms of Section 21 of the Companies Act, 1956, the name of a company can be changed by passing a Special Resolution of the members and upon approval of the Central Government signified in writing. It is, therefore, proposed to pass the Special Resolution, as contained in the Notice, by postal ballot in terms of Section 192A of the Companies Act, 1956.

The Board of Directors trust that this change of name will have members support and approval.

None of the directors of the company, whether directly or indirectly, is concerned or interested in the passing of the aforesaid Resolution except as a member of the company.

CERTIFIED TRUE COPY



**Company Secretary
IDBI Bank Limited
Mumbai**



Relevant Extracts from the Special Resolution passed by the shareholders under Sections 81(1A), 31, 94 and 97 of the Companies Act, 1956 at the Sixth Annual General Meeting of IDBI Bank Ltd. held on July 22, 2010

"RESOLVED FURTHER THAT pursuant to the provisions of Section 31, 94 and 97 of the Companies Act, 1956 read with Article 6 of the Articles of Association and provisions of other applicable laws, if any, consent of the shareholders of the Bank be and is hereby accorded to the increase in the Authorised Share Capital of the Bank from Rs.1250 crore (divided into 125 crore equity shares of Rs.10/- each) to Rs.2000 crore (divided into 200 crore equity shares of Rs.10/- each) and to the consequential amendments to Clause V of the Memorandum of Association and Article 3 of the Articles of Association of IDBI Bank Ltd. to read as follows :

Amended Clause V of the Memorandum of Association

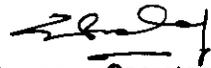
The authorised share capital of the company shall be Rs.2000,00,00,000 (Rupees Two Thousand Crore Only) divided into 200,00,00,000 equity shares of Rs.10/- each.

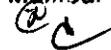
The minimum paid up capital of the company would be Rs.5,00,000/- (Rupees Five Lakh only).

Amended Clause 3 of the Articles of Association

The authorised share capital of the Company shall be Rs.2000,00,00,000 (Rupees Two Thousand Crore Only) divided into 200,00,00,000 equity shares of Rs.10/- each. The minimum paid up capital of the Company would be Rs.5,00,000/- (Rupees Five Lakh only)."

CERTIFIED TRUE COPY


Company Secretary
IDBI Bank Limited
Mumbai



**Explanatory Statement as required under Section 173 of the
Companies Act, 1956 in respect of the special resolution under
Sections 81(1A), 31, 94, 97 of the Companies Act, 1956, passed by the
Shareholders at the 6th AGM held on July 22, 2010**

- (i) The Capital Adequacy Ratio of the Bank as on March 31, 2010 is 11.31%, and well above the 9% stipulated by Reserve Bank of India. However its Tier-I capital at 6.24% is close to the regulatory norm of 6%. In view of this, to sustain the expansion plans of the Bank, there is a need to increase the capital to further strengthen the Capital Adequacy Ratio.
- (ii) However, the Central Government shall, at all times, hold not less than fifty-one per cent of the paid - up equity capital of the Bank.
- (iii) The Resolution is proposed to be passed as a Special Resolution under Section 81(1A) of the Companies Act, 1956. Further, it also aims at according shareholders' approval to the increase in Authorised Share Capital of the Bank from Rs.1250 crore to Rs.2000 crore in terms of Article 6 of the Articles of Association read with Sections 31, 94 and 97 of the Companies Act, 1956 and to consequential amendment in Clause V of the Memorandum of Association and Clause 3 of the Articles of Association of the Bank as indicated in the Special Resolution.
- (iv) Sub-Clause (a) of Clause 23 of Listing Agreement (between Bank and stock exchanges) also provides that whenever any further issue or offer is being made by the Bank, the existing shareholders should be offered the same on pro-rata basis unless the shareholders in the general meeting decide otherwise. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Bank to issue and allot the securities otherwise than on pro-rata basis to the existing shareholders. If the Board decides to make an issue of securities on pro-rata basis, the authority of this resolution would not be required as the issue would be made under Section 81(1) of the Companies Act, 1956.
- (v) The Resolution seeks to enable the Bank to offer issue and allot equity shares/ securities by way of public offer, rights issue, preferential issue and/or on a private placement basis. The issue proceeds will enable the Bank to strengthen its Capital Adequacy Requirements as specified by RBI from time to time.
- (vi) The Resolution further seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined by SEBI ICDR Regulations. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the SEBI ICDR Regulations for raising funds for the Bank, without seeking fresh approval from the shareholders.

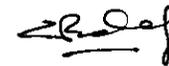


- (vii) The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Book Running Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements.
- (viii) As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI ICDR Regulations, and the Companies Act, 1956 as amended from time to time or any other guidelines / regulations / consents as may be applicable or required.
- (ix) For reasons aforesaid, an enabling resolution at Item No. 8 is proposed to give adequate flexibility and discretion to the Board to finalise the terms of the issue.
- (x) The equity shares allotted, shall rank pari passu in all respects with the existing equity shares of the Bank.

The Board of Directors recommend passing of the Resolutions as set out in Item No. 8 of the Notice of the 6th Annual General Meeting.

None of the Directors of the Bank is interested or concerned in the aforesaid Resolution(s), except to the extent of their shareholding in the Bank.

CERTIFIED TRUE COPY



**Company Secretary
IDBI Bank Limited
Mumbai**



Relevant Extracts from the Special Resolution passed by the shareholders under Sections 81(1A), 31, 94, and 97 of the Companies Act, 1956 at the Eighth Annual General Meeting of IDBI Bank Ltd. held on September 6, 2012

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 31, 94 and 97 of the Companies Act, 1956 read with Article 6 of the Articles of Association and provisions of other applicable laws, if any, consent of the shareholders of the Bank be and is hereby accorded to the increase in the Authorised Share Capital of the Bank from ₹ 2000 crore (divided into 200 crore equity shares of ₹ 10/- each) to ₹ 3000 crore (divided into 300 crore equity shares of ₹ 10/- each) and to the consequential amendments to Clause V of the Memorandum of Association and Article 3 of the Articles of Association of IDBI Bank Ltd. to read as follows :

Amended Clause V of the Memorandum of Association

The authorised share capital of the company shall be ₹ 3000,00,00,000/- (Rupees Three Thousand Crore Only) divided into 300,00,00,000 equity shares of ₹ 10/- each.

The minimum paid up capital of the company would be ₹ 5,00,000/- (Rupees Five Lakh only).

Amended Clause 3 of the Articles of Association

The authorised share capital of the Company shall be ₹ 3000,00,00,000 (Rupees Three Thousand Crore Only) divided into 300,00,00,000 equity shares of ₹ 10/- each. The minimum paid up capital of the Company would be ₹ 5,00,000/- (Rupees Five Lakh only)."



Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 in respect of the special resolution under Section 81(1A) of the Companies Act, 1956, passed by the Shareholders at the 8th AGM held on September 6, 2012.

- (i) The present Paid up capital of the Bank is ₹ 1278.40 crore with Promoters' shareholding of 70.52% and Public shareholding of 29.48%. The Bank is required to maintain its Tier I capital in accordance with the relevant Regulatory guidelines issued from time to time. In view of ongoing expansion plans of the Bank, the implementation of BASEL II norms, and consequential capital charge, there is a need to increase the capital to further strengthen the Capital Adequacy Ratio.
- (ii) The Bank will obtain requisite approval of the Government of India, Ministry of Finance for increasing the paid up capital. However, the Central Government shall, at all times, hold not less than 51% of the paid – up equity capital of the Bank.
- (iii) The Resolution is proposed to be passed as a Special Resolution pursuant to Section 81 (1A) of the Companies Act, 1956. Section 81(1A) of the Companies Act, 1956 and Sub-Clause (a) of Clause 23 of the Listing Agreement provide that whenever any further issue or offer is being made by the Bank, the existing shareholders should be offered the same on pro- rata basis unless the shareholders in the general meeting decide otherwise. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Bank to issue and allot the securities otherwise than on pro-rata basis to the existing shareholders. The Resolution also aims at according shareholders' approval to the increase in Authorised Share Capital of the Bank from ₹ 2000 crore to ₹ 3000 crore in terms of Article 6 of the Articles of



Association read with Sections 31, 94 and 97 of the Companies Act, 1956 and to the consequential amendment in Clause V of the Memorandum of Association and Clause 3 of the Articles of Association of the Bank as indicated in the Special Resolution in order to give sufficient room for increase in the paid-up capital in future.

- (iv) The Resolution seeks to enable the Bank to offer, issue and allot equity shares by way of public issue, rights issue, preferential issue, issue on private placement basis, QIP, etc. In case of preferential Issue, (a) the shares will be issued to the Promoter, Govt. of India and/ or other constituents of GoI/ QIBs as permitted under chapter VII of the SEBI (ICDR) Regulations; (b) the Relevant Date for pricing of the preferential issue shall be August 07, 2012, i.e., 30 days prior to the date of this AGM; (c) pricing of the issue shall be calculated as per clause 76 of the SEBI (ICDR) Regulations based on the Relevant Date of August 07, 2012; (d) the shareholding pattern of the issuer before and after the preferential issue shall be the existing paid-up capital of ₹ 1278.40 crore plus the actual number of shares allotted by the Bank aggregating upto ₹ 2500 crore (with premium) in terms of this Resolution; (e) the preferential issue shall be completed within 15 days of this Resolution or within 15 days of any statutory/ regulatory approval or the approval of the GoI for subscription to this preferential issue; and (f) Auditors certificate shall be placed before the Board Meeting which approves the Preferential Issue under the authority of this Resolution. The issue proceeds will enable the Bank to strengthen its Capital Adequacy Requirements as specified by RBI from time to time.
- (v) The Resolution further seeks to empower the Board of Directors to undertake a Qualified Institutional Placement with Qualified Institutional Buyers as defined by ICDR Regulations. The Board of



Directors may in their discretion adopt this mechanism as prescribed under Chapter VIII of the ICDR Regulations for raising funds for the Bank, without seeking fresh approval from the shareholders.

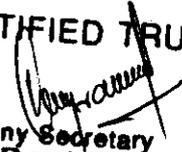
- (vi) In case of a QIP issue in terms of Chapter VIII of ICDR Regulations, issue of securities, on QIP basis, can be made at a price not less than the average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the "Relevant Date".
- (vii) "Relevant Date" shall mean the date of the meeting in which the Board or Committee of the Bank decides to open the QIP Issue.
- (viii) As per the SEBI ICDR Regulations, the validity of the Special Resolution is restricted to one year from the date of this AGM for such QIPs.
- (ix) The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements.
- (x) As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the ICDR Regulations, the Companies Act, 1956, the Banking Regulations Act, 1949 or any other guidelines / regulations / consents as may be applicable or required.
- (xi) For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue.



- (xii) The equity shares allotted, shall rank pari passu in all respects with the existing equity shares of the Bank.

For this purpose the Bank is required to obtain the consent of the shareholders by means of a special resolution. Hence the consent of the shareholders is requested for the above proposal. The Board of Directors recommends passing of the Resolutions as mentioned in the notice.

None of the Directors of the Bank is interested or concerned in the aforementioned Resolution(s), except to the extent of their shareholding in the Bank, if any.

CERTIFIED TRUE COPY

Company Secretary
IDBI Bank Limited
Mumbai

Copy of Special Resolution passed by the shareholders at the 12th Annual General Meeting of IDBI Bank Ltd. held on July 22, 2016

“RESOLVED THAT pursuant to the provisions of Sections 13 & 14 of the Companies Act, 2013 read with Article 6 of the Articles of Association and provisions of other applicable Sections of the Companies Act, 2013 or other laws, if any, consent of the shareholders of the Bank be and is hereby accorded to the increase in the Authorised Share Capital of the Bank from ₹ 3000 crore (divided into 300 crore equity shares of ₹ 10/- each) to ₹ 4500 crore (divided into 450 crore equity shares of ₹ 10/- each) and to the consequential amendments to Clause V of the Memorandum of Association and Article 3 of the Articles of Association of IDBI Bank Ltd. to read as follows :

Amended Clause V of the Memorandum of Association

The authorised share capital of the company shall be ₹ 4500,00,00,000/- (Rupees Four Thousand Five Hundred Crore Only) divided into 450,00,00,000 equity shares of ₹ 10/- each.

Amended Clause 3 of the Articles of Association

The authorised share capital of the Company shall be ₹ 4500,00,00,000 (Rupees Four Thousand Five Hundred Crore Only) divided into 450,00,00,000 equity shares of ₹ 10/- each.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 (the Act) and other applicable provisions if any of the Act and Rules made thereunder and in order to align the other Articles with the amended Article 116(1)(a)(i) & (ii) and in order to comply with the provisions of the Companies Act, 2013, the Articles of Association of IDBI Bank be and are hereby altered as follows :

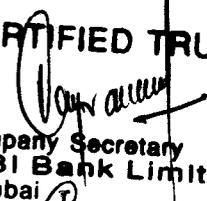
- (i) The word “Chairman” occurring under Articles 117, 118, 119, 120, 154(1) to (3) and 155 of the Articles of Association, be substituted by the words “Managing Director & CEO”.



- (ii) The words “or in his absence Managing Director and CEO” be inserted after the word “Chairman” occurring twice initially under Article 143 and occurring under Articles 145 and 154(4) of the Articles of Association.”
- (iii) After the Article 116 A(iii), the following new Article 116 A (iv) be added in the Articles of Association

New Article 116 A (iv)

Notwithstanding anything to the contrary contained in these Articles of Association, for the purpose of Sub-section 6 of Section 152 of the Companies Act, 2013, “total number of Directors” shall not include the Directors appointed/nominated by the Central Government under Articles 116 (1) (a) to 116(1)(d) of the Articles of Association apart from the Independent Directors not to be included in the “total number of Directors” as provided under explanation to Section 152 (6) of the Companies Act, 2013.

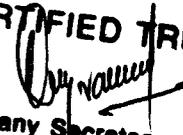
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Company Secretary
IDBI Bank Limited
Mumbai

**Explanatory Statement as required under Section 102
of the Companies Act, 2013, passed by the
Shareholders at the 12th AGM held on July 22, 2016**

- (i) The Resolution aims at according shareholders' approval to the increase in Authorised Share Capital of the Bank from ₹ 3000 crore to ₹ 4500 crore in terms of Article 6 of the Articles of Association read with Sections 13 & 14 of the Companies Act, 2013 and Rules made therein and to the consequential amendment in Clause V of the Memorandum of Association and Clause 3 of the Articles of Association of the Bank as indicated in the Special Resolution in order to give sufficient room for increase in the paid-up capital in future.
- (ii) In the last AGM held on August 12, 2015, the Articles of Association was amended to separate the post of Chairman & Managing Director into 2 posts of a Chairman and a Managing Director & CEO to comply with Govt. of India directives in this regard. In view of this amendment, it is proposed to substitute the word "Chairman" wherever occurring for Whole-time CMD by the words "Managing Director & CEO" in the Articles of Association by amending the Articles to remove the operational difficulty in this regard.
- (iii) Out of the present composition of 13 Directors on the Board as provided under Article 116(1), 8 Directors are in the nominated Directors' category in compliance of Section 161(3) of the Companies Act, 2013 and the remaining 5 Directors are in the Independent Directors' category to be appointed in compliance of Section 149 of the Companies Act, 2013. Directors in these categories cannot be rotational Directors as per the provisions of the Companies Act, 2013. To clarify the provisions for rotational Directors and to remove operational difficulty in this regard, it is proposed to insert new Article 116 A (iv) in the Articles of Association.



In terms of Section 102(1) of the Companies Act, 2013, it is submitted that none of the Directors or Key Managerial Personnel of the Bank or their relatives is/are concerned or interested, financial or otherwise, in the passing of the above resolution except to the extent of their shareholding / bondholding, if any, in IDBI Bank.

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Company Secretary
IDBI Bank Limited
Mumbai ②