

IDBI BANK LIMITED

**Declaration of E-voting Result in respect of 14th Annual
General Meeting (AGM) of IDBI Bank Ltd. held on August 13, 2018**

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 AGM Notice dated June 30, 2018 despatched during July 12 to 18, 2018. Members voted electronically till August 12, 2018, being the last date fixed for Remote E-Voting. Further, on August 13, 2018, the day of the 14th AGM, Tab based voting facility of National Securities Depository Ltd. (NSDL) was provided at the AGM Venue to enable those Members to vote who could not do Remote E-voting earlier. The Board had appointed M/s. S.N Ananthasubramanian & Co. as Scrutinizers to scrutinize the votes cast through E-Voting. Scrutinizers prepared and submitted the Consolidated Report of the total votes cast in favour or against the Resolutions on Remote E-Voting and Tab based voting at the AGM venue, in terms of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.

Based on Scrutinizer's Consolidated Report dated August 13, 2018, I hereby declare that 9 (nine) Resolutions contained in IDBI Bank's AGM Notice dated June 30, 2018, have been duly passed with requisite majority on the date of the 14th AGM, i.e., August 13, 2018, as per the details given below :

Item No.	Brief description of the Resolutions	Number & %age of Votes in favour (Assent)	Number & %age of Votes against (Dissent)	Passed as
1.	Adoption of Audited Financial Statements of IDBI Bank as on March 31, 2018 together with the Reports of Directors and Auditors thereon	396,65,31,834 (99.99)	1,897 (0.01)	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 2018-19	396,44,57,183 (99.95)	20,76,648 (0.05)	Ordinary Resolution

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S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

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

13th August, 2018

To,

The Chairman

IDBI Bank Limited

CIN: L65190MH2004GOI148838

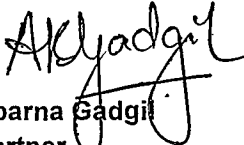
IDBI Tower, WTC Complex,

Cuffe Parade, Mumbai - 400 005.

Dear Sir,

At the outset, we would like to express our gratitude to the Bank for appointing us as the Scrutinizer for the remote e-voting process and voting by Shareholders at the 14th Annual General Meeting held today.

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


Aparna Gadgil
Partner

S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

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SCRUTINIZER'S REPORT

Name of the Bank	IDBI Bank Limited
Meeting	14 th Annual General Meeting
Day, Date & Time	Monday, 13 th August, 2018 at 03:30 p.m.
Venue	Yashwantrao Chavan Centre Auditorium, General Jagannathrao Bhonsle Marg, Mumbai – 400 021.

1. Appointment as Scrutinizer

We were appointed as Scrutinizer for the remote e-voting process as well as the voting conducted at the 14th Annual General Meeting (AGM) of IDBI Bank Limited (hereinafter referred to as the Bank).

2. Dispatch of Notice convening the AGM

The Bank informed that on the basis of the Register of Shareholders and the list of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Bank completed dispatch of Notice of AGM as under:

- On 10th July, 2018 by E-mail to 2,26,436 Shareholders who had registered their E-mail-IDs with the Bank.
- On 17th July, 2018 by Speed Post to 10,040 Shareholders in physical form.
- On 18th July, 2018 by Courier to 1,33,641 Shareholders and by Air Mail to 667 Shareholders in physical form.

3. Cut-off date

Voting rights were reckoned as on Monday, 06th August, 2018, being the cut-off date for the purpose of deciding the entitlements of Shareholders for the remote e-voting and voting at the AGM.



Report of Scrutinizer on remote e-voting process and voting by Shareholders of IDBI Bank Limited at the 14th AGM held on 13th August, 2018

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4. Remote e-voting Process

4.1 Agency

The Bank appointed **NSDL** as the agency for providing the remote e-voting platform.

4.2 Remote e-voting period

Remote e-voting platform was **scheduled to be open from 09:00 a.m. on Thursday, 09th August, 2018 till 5:00 p.m. on Sunday, 12th August, 2018** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions on the remote e-voting platform provided by NSDL.

As informed by NSDL, remote e-voting platform was unavailable from 02:30 p.m. on 09th August, 2018 till 05:00 p.m. on 11th August, 2018 due to technical glitches.

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Shareholders 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 Shareholders who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/ folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the Shareholders who had cast their votes through remote e-voting.



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5.3 Bank provided tab-based e-voting facility to the Shareholders attending the AGM who had not cast their votes through remote e-voting to cast their votes.

5.4 After the Chairman of the meeting announced the commencement of voting, NSDL provided tab based e-voting facility.

6. Counting Process

6.1 On completion of voting at the AGM, NSDL provided us with the list of Shareholders who had cast their votes, their holding details and details of vote cast on the Resolutions.

6.2 Votes were reconciled with the records maintained by the Bank and Karvy Computershare Private Limited, the Registrar and Share Transfer Agent of the Bank (RTA) with respect to the authorizations/ proxies lodged with the Bank.

6.3 We unblocked the remote e-voting results on the NSDL remote e-voting platform in the presence of Mr. S. N. Viswanathan and Mr. Aditya Ambastha 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 15% of total voting rights of all Shareholders of the Bank. The Bank being a Government Company is being considered as a Public Sector Bank at par with other Public Sector Banks constituted under Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/80, accordingly, the said restriction is not being considered for Government of India.

7. Results

7.1 We observed that:

- a) **103** Shareholders had cast their votes at the AGM.
- b) **197** Shareholders had cast their votes through remote e-voting.



Report of Scrutinizer on remote e-voting process and voting by Shareholders of IDBI Bank Limited at the 14th AGM held on 13th August, 2018

S. N. ANANTHASUBRAMANIAN & CO.



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7.2 Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 30th June, 2018 is enclosed herewith.

7.3 Based on the aforesaid results, we report that 07 Ordinary Resolutions as set out in Item Nos. 1, 2 and 5 to 9 and 02 Special Resolutions as set out in Item Nos. 3 and 4 of the Notice of the AGM dated 30th June, 2018 have been passed with the requisite majority.

Aparna Gadgil

Partner

ACS : 14713

C.O.P. No. : 8430

13th August, 2018

Mumbai

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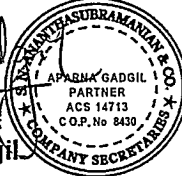
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CONSOLIDATED RESULTS

Item No. 1: Adoption of the Audited Financial Statements of the Bank as at March 31, 2018 together with Reports of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	188	37,23,07,479	98	359,42,24,355	286	396,65,31,834	99.99
Dissent	7	1,147	5	750	12	1,897	0.01
Total	195	37,23,08,626	103	359,42,25,105	298	396,65,33,731	100.00

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 30th June, 2018 has been **passed with requisite majority**.

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Aparna Gadgil
Partner

ACS : 14713
C.O.P. No. : 8430

13th August, 2018
Mumbai

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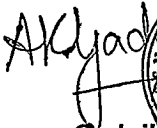
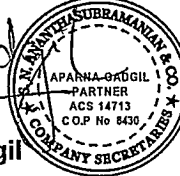
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CONSOLIDATED RESULTS

Item No. 2: Authorising the Board of Directors to appoint/ re-appoint Statutory Central Auditors of the Bank and Branch Statutory Auditor of DIFC, Dubai Branch of the Bank for FY 2018-19.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	177	37,02,32,988	97	359,42,24,195	274	396,44,57,183	99.95
Dissent	19	20,75,738	6	910	25	20,76,648	0.05
Total	196	37,23,08,726	103	359,42,25,105	299	396,65,33,831	100.00

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 30th June, 2018 has been **passed with requisite majority**.



Aparna Gadgil
 Partner
 ACS : 14713
 C.O.P. No. : 8430



13th August, 2018
Mumbai

CONSOLIDATED RESULTS

Item No. 3: Enabling Resolution u/s 62(1)(c) of the Companies Act, 2013 for issue of shares aggregating up to Rs. 5,000/- crore (inclusive of premium amount) through various modes of issue including QIP.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	180	37,24,23,576	98	359,42,24,355	278	396,66,47,931	99.99
Dissent	14	2,580	5	750	19	3,330	0.01
Total	194	37,24,26,156	103	359,42,25,105	297	396,66,51,261	100.00

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 30th June, 2018 has been **passed with requisite majority**.

Aparna Gadgil
Partner

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C.O.P. No. : 8430

13th August, 2018
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CONSOLIDATED RESULTS

Item No. 4: Enabling Resolution u/s 42 of the Companies Act, 2013 for mobilization in one or more tranches up to Rs. 5,000/- crore comprising of Bonds by way of Private Placement/Public Issue.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	179	37,15,44,686	97	359,42,24,195	276	396,57,68,881	99.98
Dissent	16	8,81,480	6	910	22	8,82,390	0.02
Total	195	37,24,26,166	103	359,42,25,105	298	396,66,51,271	100.00

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 30th June, 2018 has been **passed with requisite majority**.

Aparna Gadgil
Partner
ACS : 14713
C.O.P. No. : 8430

13th August, 2018
Mumbai

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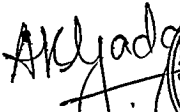
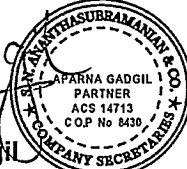
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CONSOLIDATED RESULTS

Item No. 5: Appointment of Shri. Bhuvanchandra B. Joshi (DIN: 06713850) as Independent Director of the Bank.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	181	37,24,22,011	98	359,42,24,355	279	396,66,46,366	99.99
Dissent	12	3,955	5	750	17	4,705	0.01
Total	193	37,24,25,966	103	359,42,25,105	296	396,66,51,071	100.00

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 30th June, 2018 has been **passed with requisite majority**.

Aparna Gadgil
Partner
ACS : 14713
C.O.P. No. : 8430

13th August, 2018
Mumbai

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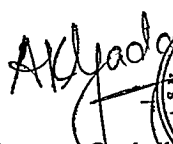

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CONSOLIDATED RESULTS

Item No. 6: Appointment of Shri. Samaresh Parida (DIN: 01853823) as Independent Director of the Bank.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	179	37,24,21,947	98	359,42,24,355	277	396,66,46,302	99.99
Dissent	13	3,719	5	750	18	4,469	0.01
Total	192	37,24,25,666	103	359,42,25,105	295	396,66,50,771	100.00

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 30th June, 2018 has been **passed with requisite majority**.



Aparna Gadgil
Partner
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C.O.P. No. : 8430

13th August, 2018
Mumbai

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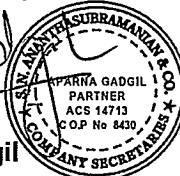
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CONSOLIDATED RESULTS

Item No. 7: Appointment of Shri. Jambunathan Narayanan (DIN: 05126421) as Independent Director of the Bank.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	178	37,24,20,812	98	359,42,24,355	276	396,66,45,167	99.99
Dissent	13	4,154	5	750	18	4,904	0.01
Total	191	37,24,24,966	103	359,42,25,105	294	396,66,50,071	100.00

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 7** of the Notice of the AGM dated 30th June, 2018 has been **passed with requisite majority**.



Aparna Gadgil
Partner
ACS : 14713
C.O.P. No. : 8430

13th August, 2018
Mumbai

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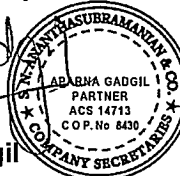
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CONSOLIDATED RESULTS

Item No. 8: To note the nomination of Shri. Sudhir Shyam (DIN: 08135013), Director, Department of Financial Services, Govt. of India as Government Nominee Director on the Board of the Bank.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	179	37,20,08,060	98	359,42,24,355	277	396,62,32,415	99.99
Dissent	14	4,17,956	5	750	19	4,18,706	0.01
Total	193	37,24,26,016	103	359,42,25,105	296	396,66,51,121	100.00

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 8** of the Notice of the AGM dated 30th June, 2018 has been **passed with requisite majority**.



Aparna Gadgil
 Partner

ACS : 14713
 C.O.P. No. : 8430


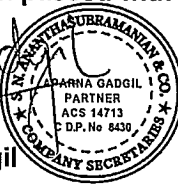
13th August, 2018
 Mumbai

CONSOLIDATED RESULTS

Item No. 9: To note the appointment of Shri. B. Sriram (DIN: 02993708) as MD and CEO of the Bank.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	183	37,24,20,727	98	359,42,24,355	281	396,66,45,082	99.99
Dissent	12	5,344	5	750	17	6,094	0.01
Total	195	37,24,26,071	103	359,42,25,105	298	396,66,51,176	100.00

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 9** of the Notice of the AGM dated 30th June, 2018 has been **passed with requisite majority**.



Aparna Gadgil
 Partner
 ACS : 14713
 C.O.P. No. : 8430

13th August, 2018
Mumbai