

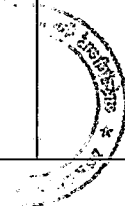
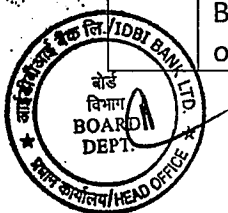
IDBI BANK LIMITED

**Declaration of result in respect of Special Resolution
passed on February 21, 2018 through Postal Ballot**

In terms of Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, IDBI Bank provided the facility of e-voting and physical postal ballot forms to the Members vide Bank's Postal Ballot Notice dated January 16, 2018 despatched to the Members during January 18 to 22, 2018 towards passing the Special Resolution for Preferential Issue of equity shares aggregating to ₹ 2729 crore to Govt. of India (Gol). Subsequently, in compliance of Regulation 73 of the SEBI (ICDR) Regulations, 2009, additional disclosure with regard to the Issue Price of ₹ 61.83 per share calculated in terms of Regulation 76 of ICDR Regulations, 44,13,71,502 number of equity shares to be allotted to Gol and Pre & Post Issue Shareholding Pattern, was notified to Members vide newspaper advertisement published on January 23, 2018. Members voted electronically and through physical postal ballot forms from 9 a.m. on January 23, 2018 upto 5 p.m. on February 21, 2018, being the last date specified for voting. The Board had appointed M/s. S.N Ananthasubramanian & Co. as Scrutinizers to Scrutinize the votes cast through e-voting and postal ballot forms. Scrutinizers have submitted their Report of the total votes cast in favour or against the Resolution on e-voting and physical postal ballot forms, in terms of the said Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Based on the Scrutinizer's Report dated February 22, 2018, I hereby declare that 1 (one) resolution contained in IDBI Bank's Postal Ballot Notice dated January 16, 2018, has been passed as Special Resolution with requisite majority on February 21, 2018, i.e., the last date specified for voting, as per the details given below :

Item No.	Resolution	Votes in favour (Assent)	Votes against (Dissent)	Passed as
1.	"RESOLVED THAT, pursuant to section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the B.R. Act, 1949, Articles of Association of the Bank, SEBI (ICDR) Regulations, 2009 and other applicable law(s), if any and subject	2,42,77,33,514 (99.99%)	27,062 (0.01%)	Special Resolution




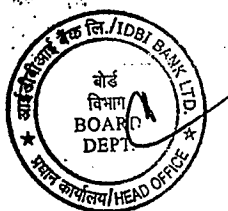
<p>to approval of other statutory/regulatory bodies, if any, as may be required in this regard and subject to such terms; conditions and modifications thereto as may be prescribed by them in granting their approval and which may be agreed to by the Board of Directors of the Bank, the consent of Shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank to offer, issue and allot such number of equity shares of ₹ 10/- each, at a price to be calculated on January 22, 2018 (the relevant date) to Government of India aggregating upto ₹ 2729 crore (inclusive of premium amount) on Preferential Allotment basis, in terms of the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, the amount of said capital issued under the Preferential Allotment, to be added to the existing paid-up share capital of the Bank.”</p> <p>“RESOLVED FURTHER THAT the Board of Directors of the Bank be and is hereby authorized to do or cause to be done all such acts, deeds and other things including delegating its authority in this regard to MD & CEO or any other officer(s) of the Bank, as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”</p>			
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The Scrutinizer's Report dated February 22, 2018, forming part of this declaration, is attached herewith.

Place : Mumbai

Date : February 23, 2018


(Mahesh Kumar Jain)
DIN 03513127
MD & CEO
Chairman



SCRUTINIZER'S REPORT

To,
The Managing Director & CEO,
IDBI Bank Limited
CIN: L65190MH2004GOI148838
IDBI Tower
WTC Complex Cuffe Parade
Mumbai- 400 005

We are pleased to present the Report on the **POSTAL BALLOT** conducted by the Bank to pass one Special Resolution as contained in the Notice of Postal Ballot dated **January 16, 2018**.

1. In terms of Provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, we were appointed as Scrutinizer by the Bank on 15th January 2018 to conduct the Postal Ballot as contained in the Notice dated **January 16, 2018**.
2. Members approval was sought for:
 - a) Offer, issue and allotment of Equity Shares to Government of India aggregating upto Rs. 2729 Cr. on Preferential Basis.
3. On the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., **National Securities Depository Limited (NSDL)** and **Central Depository Services (India) Limited (CDSL)**, as on **January 12, 2018 (cut-off date)**, the Bank completed dispatch of the Notice of Postal Ballot:
 - By **email** to 2,24,495 shareholders who had registered their email-ids with the Bank/ Depositories, on 18th January, 2018.
 - In physical form by **Speed post/ Air-mail** to 13,227 shareholders and by **courier** to 1,39,904 shareholders on 22nd January, 2018.
4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, as under:
 - In case of Postal Ballot Form mailed to them by the Bank, in pre-paid envelopes addressed to us on or before close of working hours at **5:00 p.m. on Wednesday, February 21, 2018**.

Scrutinizer's Report on IDBI Bank Limited Postal Ballot



S. N. ANANTHASUBRAMANIAN & CO.



COMPANY SECRETARIES

Firm Registration No. P1991MH040400

10/26, BRINDABAN, THANE – 400601 | Tel 25345648/25432704 | Email sna@snaco.net | Website www.snaco.net

- In case of remote e-Voting, votes to be cast electronically on e-voting platform provided by Karvy Computershare Private Limited till **5:00 p.m. on Wednesday, February 21, 2018.**
5. We received **894** Postal Ballot Forms and **296** Members cast their votes on the e-Voting platform, till **5:00 p.m. on Wednesday, February 21, 2018.**
 6. With the support of **M/s. Karvy Computershare Pvt. Ltd.**, the Registrar & Transfer Agents (RTA) of the Bank, the Postal Ballot Forms were scrutinized and signatures of Members were verified with their specimen signatures registered with RTA and as provided by the Depositories.
 7. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were provided by RTA.
 8. The votes, if any, cast by a member(s) both in, Postal Ballot Form and e-Voting having been identified, votes cast through remote e-Voting only were considered valid.
 9. 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 fifteen percent of the total voting rights of all the shareholders of the banking company. The Bank being a Government Company is being considered as a Public Sector Bank on par with other Public Sector Banks constituted under Banking Companies (Acquisition and Transfer Of Undertakings) Act, 1970/80 and hence the said restriction is not being considered for Government of India.
 10. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the e-Voting result, I report that the Special Resolution as contained in the Postal Ballot Notice dated January 16, 2018 has been passed with requisite majority.

We have annexed with this Report, the details of the Postal Ballot and e-Voting and the analysis of the Result of the Special Resolution as contained in the aforesaid Notice.

Aparna Gadgil

C.P.No. 8430

22nd February, 2018

Thane

Scrutinizer's Report on IDBI Bank Limited Postal Ballot

Details of the Postal Ballot & e-Voting

A	Postal Ballot		
1	Number of Forms received from Members		894
2	Number of Forms rejected / not considered for reasons as stated below:-		
	a. Signature mismatch	28	
	b. Not signed	9	
	c. No Board resolution enclosed	2	
	d. Voted electronically	1	
	e. Voted both favour & against	1	
	Total Invalid Forms		41
3	Number of Valid Forms (1-2)		853
B	e-Voting		
1	Number of Members who participated in e-Voting.		296
2	Not voted		8
3	Number of Valid e-Voters(1-2)		288
C	Total Valid Voters (A3+B3)		1141

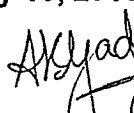


Result of Postal Ballot

Item No. 1: Offer, issue and allotment of Equity Shares to Government of India aggregating to Rs. 2729 Cr. on Preferential Basis							
Particulars	Number of			Number of Votes contained in			%
	e-Voters	Postal Ballot Forms	Total	e-Votes	Postal Ballot Forms	Total	
Assent	*269	831	*1,100	37,05,10,043	2,05,72,23,471	2,42,77,33,514	99.99
Dissent	*22	22	*44	22,421	4,641	27,062	0.01
Total	291	853	1,144	37,05,32,464	2,05,72,28,112	2,42,77,60,576	100.00

* Includes 3 voters who have cast their votes differently.

Based on the aforesaid result, we report that, the **Special Resolution** as contained in the Postal Ballot Notice dated **January 16, 2018** has been passed with requisite majority.


Aparna Gadgil
C.P.No. 8430
22nd February, 2018
Thane



Scrutinizer's Report on IDBI Bank Limited Postal Ballot