

**IDBI BANK LIMITED**

**Declaration of result of remote e-voting and Tab based e-voting at the EGM Venue in respect of Extra-Ordinary General Meeting of IDBI Bank Ltd. held on April 27, 2017**

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 EGM Notice dated April 01, 2017 despatched to the Members during April 02 -04, 2017. Members cast their votes electronically till April 26, 2017, being the last date fixed for remote e-voting. Further, on April 27, 2017, the day of the EGM, Tab based e-voting facility provided by Karvy was arranged at the EGM Venue to enable those Members to vote who could not vote earlier through remote e-voting. The Board had appointed M/s. S.N Ananthasubramanian & Co. as Scrutinizers to Scrutinize the votes cast through remote e-voting and Tab based e-voting at the EGM venue. Scrutinizers prepared and submitted the Consolidated Report of the total votes cast in favour or against the Resolution on remote e-voting and e-voting at the EGM venue on April 27, 2017, in terms of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.

Based on the Scrutinizer's Consolidated Report dated April 27, 2017, I hereby declare that 1 (one) resolution contained in IDBI Bank's EGM Notice dated April 01, 2017 has been duly passed with requisite majority on the date of the EGM, i.e., April 27, 2017 as per the details given below :

Item No.	Brief description of the Resolution	Votes in favour (Assent)	Votes against (Dissent)	Passed as
1.	Authorising the Board of Directors to offer, issue and allot upto 247492510 equity shares of ₹ 10 each at a price of ₹ 76.77 per share aggregating upto ₹ 1900 crore to Govt. of India and upto 78155530 equity shares of ₹ 10 each at a price of ₹ 76.77 per share aggregating upto ₹ 600 crore to Financial Institution(s), including Insurance Companies, Banks, Mutual Funds, etc. if any, on Preferential Allotment basis.	184,67,02,142	3,90,697	Special Resolution





**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](mailto:sna@snaco.net): website [www.snaco.net](http://www.snaco.net)

**27<sup>th</sup> April, 2017**

To,

Managing Director and Chief Executive Officer

**IDBI Bank Limited**

IDBI Tower, WTC Complex,

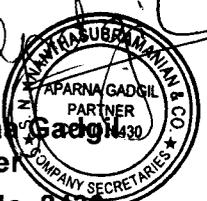
Cuffe Parade, Mumbai- 400005.

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 and voting by Members at the Extraordinary General Meeting (EGM) held on Thursday, 27<sup>th</sup> April, 2017 at 11 a.m.

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

**For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries**

  
  
**Aparna Gadgil**  
**Partner**  
**C.P. No. 8430**

**SCRUTINIZER'S REPORT**

NAME OF THE BANK	<b>IDBI Bank Limited</b>
MEETING	<b>Extraordinary General Meeting</b>
DAY, DATE & TIME	<b>Thursday, 27<sup>th</sup> April, 2017 at 11 a.m.</b>
VENUE	<b>Yashwantrao Chavan Centre Auditorium, General Jagannathrao Bhonsle Marg, Mumbai- 400021.</b>

**1. Appointment as Scrutinizer**

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting at the Extraordinary General Meeting (EGM) of **IDBI Bank Limited** (hereinafter referred to as **the Bank**) held on **Thursday, 27<sup>th</sup> April, 2017** at **11a.m.** at Yashwantrao Chavan Centre Auditorium, General Jagannathrao Bhonsle Marg, Mumbai- 400021.

**2. Dispatch of Notice convening the Meeting**

The Bank has informed that, 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) for the purpose of e-voting, the Bank completed dispatch of the Notice of the EGM as under:

- On **02<sup>nd</sup> April, 2017** by **e-mail** to **2,23,076** members who had registered their email-ids with the Bank/RTA.
- On **03<sup>rd</sup> April, 2017** by **Speed Post** to **39,886** members, by **Airmail** to **768** members and on **04<sup>th</sup> April, 2017** by **courier** to **1,37,827** members, in physical form.



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### **3. Cut-off date**

The Voting rights were reckoned as on **Thursday, 20<sup>th</sup> April, 2017** being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the meeting.

### **4. Remote e-Voting Process**

#### **4.1 Agency**

The Bank had appointed **Karvy Computershare Private Limited (Karvy)** as the agency for providing the remote e-Voting platform.

#### **4.2 Remote E-Voting:**

Remote e-Voting platform was open from **9:00 a.m. on Monday, 24<sup>th</sup> April, 2017 till 05:00 p.m. on Wednesday, 26<sup>th</sup> April, 2017** and Shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution, on the remote e-Voting platform provided by Karvy.

### **5. Voting at the EGM**

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 Members 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 Members 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, Karvy the remote e-voting agency provided us with the names, DP Id & Client ID/folios numbers and shareholding of the members who had cast their votes through remote e-Voting.



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5.3 The Bank had authorised Karvy to provide tab-based e-voting facility at the venue of the meeting for members to vote on the Special Resolution.

### 6. Counting Process

6.1 After the Chairman announced the commencement of voting, Karvy provided tab-based voting facility.

6.2 On completion of voting at the Meeting, Karvy provided us with the List of Members who had cast their votes, with their holding details and details of votes cast on the Special Resolution.

6.3 The votes were reconciled with the records maintained by the Bank and **Karvy Computershare Private Limited** (RTA) with respect to the authorizations/proxies lodged with the Bank.

6.4 We unblocked the remote e-Voting results on the Karvy e-Voting platform in the presence of Ms. Alpana Pobi and Mr. K. R. S. Mani and downloaded the remote e-Voting results.

6.5 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, the said restriction is not being considered for Government of India.

### 7. Results

7.1 We observed that

- a) **103** Members had cast their votes at the meeting;
- b) **158** Members had cast their votes through remote e-voting out of which **2** Members abstained from voting.

7.2 The Consolidated Result with respect to the item on the agenda is enclosed.  
*Report of Scrutinizer on remote e-Voting and voting by members of IDBI Bank Limited at the EGM*



**S. N. ANANTHASUBRAMANIAN & CO.**

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7.3 Based on the aforesaid results, we report that, the **Special Resolution** as contained in the Notice of the EGM dated **01<sup>st</sup> April, 2017** has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

  
  
Aparna  
Partner  
C.P. No. 8430

Date : 27<sup>th</sup> April, 2017  
Place : Thane



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**Consolidated Results**

1. Offer, issue and allot upto 247492510 equity shares of Rs. 10/- each at a price of Rs. 76.77 per share aggregating upto Rs. 1900 crore to Govt. of India and upto 78155530 equity shares of Rs. 10/- each at a price of Rs. 76.77 per share aggregating upto Rs. 600 crore to Financial Institution(s), including Insurance Companies, Banks, Mutual Funds etc. if any, on Preferential Allotment basis.

Particulars	Remote e-Voting		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	144	32,35,72,934	101	152,31,29,208	245	184,67,02,142	99.98
<b>Dissent</b>	13	3,90,537	2	160	15	3,90,697	0.02
<b>Total</b>	*156	32,39,63,471	103	152,31,29,368	*259	184,70,92,839	100.00

\* One Member has not cast all his votes in the same manner.

Based on the aforesaid result, **Special Resolution** as contained in **Item No.1** of the Notice of the EGM dated **01<sup>st</sup> April, 2017** has been **passed with requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.  
**Company Secretaries**

*Aparna Gadgil*  
**Aparna Gadgil**  
**Partner**



**C.P. No. 8430**

**Date : 27<sup>th</sup> April, 2017**

**Place : Thane**

*Report of Scrutinizer on remote e-Voting and voting by members of IDBI Bank Limited at the EGM*