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आईडीबीआई बैंक लिमिटेड
पंजीकृत कार्यालय : आईडीबीआई टॉवर,
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अगस्त २१, २०२०

The Manager (Listing) National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai - 400 051	The Manager (Listing) Bombay Stock Exchange Ltd., 25th Floor, Phiroz Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
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Dear Sir,

Amendments in Articles of Association

In terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, please find attached the Amendments effected in the Articles of Association vide Special Resolution passed at the 16th Annual General Meeting of the Bank held on August 17, 2020, as per the directions of Reserve Bank of India (RBI).

These amendments in the Articles of Association are subject to approval of RBI which has been applied by the Bank.

Kindly acknowledge receipt and take the above on record.

भवदीय,
कृते आईडीबीआई बैंक लिमिटेड

21/08/2020
[पवन अग्रवाल]

कंपनी सचिव

संलग्न : उपर्युक्त

Amended Articles of Association which are subject to approval of RBI

Article 114 (b)

Not less than 51% (fifty one percent) of the total number of members of the Board of Directors shall consist of persons, who shall have special knowledge or practical experience in any of the matters mentioned in section 10A of the Banking Regulation Act and who do not suffer from any of the disqualification mentioned in these Articles, the Act and the Banking Regulation Act.

Article 116

- i. Chairman of LIC will be an ex-officio Non Executive Non Whole time Chairman of IDBI Bank Ltd.;
- ii. One whole time Managing Director & CEO appointed by Board;
- iii. Two whole time Deputy Managing Directors appointed by Board;
- iv. One Official Nominee Director of LIC;
- v. Two Nominee Directors of GoI;
- vi. 8 Non Rotational Independent Directors appointed by shareholders in General Meeting in terms of Sec 149(4) read with Schedule IV of Companies Act, 2013 for an initial term of 4 consecutive years but shall be eligible for re-appointment on passing of special resolution for not more than one more term of 4 years, subject to maximum term of 8 years on the Board;
- vii. Five Directors at SL. No (iii) to (v) above being nearest to 2/3rd of the total strength of 15 Directors (minus 8 independent directors) shall be subject to retirement by rotation at the AGM in terms of the provisions of Section 152(6) of the Companies Act, 2013 and shall be eligible for re-appointment;
- viii. As per the provisions of Section 149(1)(b) of the Companies Act, 2013, at least one Independent Woman Director should be there on the Board of Directors.



Article 117

The Managing Director & CEO and the whole-time directors shall hold office for such term not exceeding five years as the Board may specify in this behalf and any person so appointed shall be eligible for re-appointment, subject to such regulatory approval as may be required under Companies Act, Banking Regulation Act or any other act in force.

Article 118

Notwithstanding anything contained in these Articles, Board shall have the right to terminate the term of office of the Managing Director & CEO and the whole time directors, as the case may be, at any time before the expiry of the term by giving him notice of not less than three months in writing or three months' salary and allowances in lieu of such notice; and the Managing Director & CEO or the whole-time directors, as the case may be, shall also have the right to relinquish his office at any time before the expiry of the term specified by giving to the Board notice of not less than three months in writing, subject to such regulatory approval as may be required under Companies Act, Banking Regulation Act or any other act in force.

Article 119

The Managing Director & CEO and the whole-time directors shall receive such salary and allowances as may be determined by the Board and recommended by the Nomination & Remuneration Committee of the Board in accordance with the Act and the Banking Act, subject to such regulatory approval as may be required under Companies Act, Banking Regulation Act or any other act in force.

Article 127

The sitting fees payable to a Director for attending a meeting of the Board or Committee thereof shall be decided by the Board from time to time within the maximum limits of such fees that may be prescribed by the Companies Act, the Banking Regulation Act, 1949 and regulatory guidelines issued by RBI.



Article 141(a)

The Company may by Ordinary Resolution remove a Director, (not being a nominee director) before the expiry of his period of office.

Article 143

Chairman of the Company, if he is present, shall preside over all the meetings of the Board and the Committee, if he is a member thereof. If at any meeting, the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present shall elect one of their numbers to be the Chairman of such meeting.

Article 145

The Company Secretary or such other Officer of the Company as may be authorised by the Directors shall upon the request of a Director and in consultation with Chairman or in his absence Managing Director and CEO or in his absence Whole Time Director of the Bank convene a meeting of the Directors.

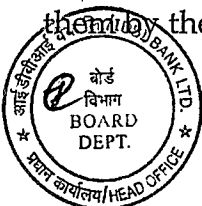
Article 154(1)

Subject to the provisions of Section 35B of the Banking Act and other necessary approval(s), Board shall appoint one of the Directors to be the Managing Director & CEO and he shall be entrusted with the management of the whole of the affairs of the Company, who shall not be liable to retire by rotation.

Provided that the Managing Director & CEO shall exercise his powers subject to the superintendence, control and direction of the Board of Directors.

Article 154(2)

Subject to the provisions of Section 35B of the Banking Act and other necessary approval(s), Board shall appoint two Deputy Managing Directors who shall, subject to the supervision, direction and control of the Managing Director and CEO of the Company and subject to the provisions of these Articles, exercise such powers and authorities and discharge such functions as may be delegated to them by the Board or the Managing Director and CEO.



Article 154(4)

The Chairman shall preside over all the General Meetings. In case, chairman is not present within 15 minutes after the time appointed for holding the same, the Directors present shall elect one of their numbers to be the Chairman of such meeting.

Article 155

Where a person appointed as Managing Director & CEO on whole-time basis, dies or resigns or is by infirmity or otherwise rendered incapable of carrying out his duties or is absent on leave or otherwise, in circumstances not involving the vacation of his office, Board shall, with the approval of the Regulatory Agencies, if required, make suitable arrangements for carrying out the duties of Managing Director & CEO for a total period not exceeding four months.

