



IDFC BANK

IDFC Bank Limited

CIN: L65110TN2014PLC097792

Email: bank.info@idfcbank.com, Website: www.idfcbank.com

Regd. Office: KRM Towers, 7th Floor, No. 1 Harrington Road, Chetpet, Chennai - 600 031; Tel: + 91 44 4564 4000; Fax: +91 44 4564 4022

Corp. Office: Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051; Tel: +91 22 7132 5500; Fax: +91 22 2654 0354

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable laws and regulations, if any, that the resolution set out below is proposed to be passed as a Special Resolution by way of Postal Ballot/E-voting:

SPECIAL BUSINESS:

Change of Name of the Bank from "IDFC Bank Limited" to "IDFC First Bank Limited" and consequential alteration to the Memorandum and Articles of Association of the Bank

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13,14 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and applicable rules thereunder, the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memorandum and Articles of Association of the Bank and subject to the approvals / consents of the Reserve Bank of India, Stock Exchanges, Central Government and any other regulatory and statutory authorities, as may be required, consent of the Members of the Bank be and is hereby accorded for change of name of the Bank from "IDFC Bank Limited" to "IDFC First Bank Limited".

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "IDFC Bank Limited" as appearing in the Name Clause of the Memorandum of Association of the Bank and wherever appearing in the Articles of Association of the Bank and other documents and places be substituted with the new name "IDFC First Bank Limited".

RESOLVED FURTHER THAT the Board of Directors of the Bank and the Key Managerial Personnel, be and are hereby severally authorized to do the requisite filings with the statutory / regulatory authority(ies) and to do all such acts, deeds and things as may be necessary to give effect to the above resolution including delegation of all or any of the powers as they may, in their absolute discretion, deem fit."

By order of the Board of Directors

Mahendra N. Shah

Group Company Secretary & Group Compliance Officer

MUMBAI | November 30, 2018.

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out material facts relating to the proposed resolution is annexed hereto.
2. Postal Ballot Form is enclosed with this Notice to enable you to vote on the proposed resolution. Detailed instructions on voting through Postal Ballot are given behind the Postal Ballot Form.
3. In addition to the Postal Ballot, the Bank is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. The Bank has engaged

the services of Karvy Fintech Private Limited ('Karvy') to provide E-voting facility to its Members. Detailed instructions on E-voting are given overleaf.

4. Members can opt for only one mode of voting i.e. either physical Postal Ballot Form or E-voting. In case a Member has voted through E-voting facility, he/she need not send a physical Postal Ballot Form. If a Member votes through E-voting facility as well as sends his/her vote through physical Postal Ballot Form, the vote cast through E-voting shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer.
5. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names are appearing in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited as on the close of working hours on **Thursday, November 29, 2018** ('cut-off date'). Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date.
6. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Bank/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice along with the Postal Ballot Form is available on the Bank's website: www.idfcbank.com and on the website of Karvy: <https://evoting.karvy.com>. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company Secretary at bank.info@idfcbank.com.
7. The voting period for Postal Ballot and E-voting shall commence from **Tuesday, December 04, 2018 at 9.00 a.m.** IST and end on **Wednesday, January 02, 2019 at 5.00 p.m.** IST. Votes received by way of Postal Ballot or E-voting beyond 5.00 p.m. on Wednesday, January 02, 2019 shall be considered invalid.
8. The Board of Directors has appointed Mr. B. Narasimhan, Practicing Company Secretary (COP NO. 10440) of M/s BN & Associates, Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot and E-voting process in a fair and transparent manner.
9. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution are not less than three-fourth times the number of votes cast against the Special Resolution.
10. Upon completion of the scrutiny of the Postal Ballot Forms and the votes cast through E-voting, the Scrutinizer will submit his report to the Chairperson/Company Secretary. The combined result would be announced by the Company Secretary on or before Thursday, January 03, 2019. The date of declaration of the Results of the Postal Ballot will be taken to be the date of passing of the said Special Resolution by the Members of the Bank. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Bank (www.idfcbank.com) and on Karvy's website (<https://evoting.karvy.com>) and communication of the same will be sent to BSE Limited and the National Stock Exchange of India Limited and shall also be displayed on the notice board of the Registered and Corporate Office of the Bank within the prescribed time.
11. Any query in relation to the said Special Resolution may be sent to: bank.info@idfcbank.com

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts:

The Board of Directors of IDFC Bank Limited at its meeting held on January 13, 2018 approved a Composite Scheme of Amalgamation ('Scheme') of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited (collectively referred to as the 'Amalgamating Companies') with IDFC Bank Limited ('Amalgamated Company') and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Amalgamation').

The Scheme was approved, subject to the receipt of necessary regulatory and other approvals.

As on date, approvals from the following have been received:

- i. National Housing Bank ('NHB')
- ii. Competition Commission of India ('CCI')
- iii. BSE Limited and National Stock Exchange of India Limited (in the capacity of a SEBI registered Stock Broker)
- iv. BSE Limited and National Stock Exchange of India Limited [Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]
- v. No Objection from the Reserve Bank of India ('RBI')
- vi. Shareholders and Creditors of the Amalgamated Company
- vii. Shareholders and Creditors of the Amalgamating Companies

The Amalgamated Company and the Amalgamating Companies have filed petitions with NCLT, Chennai Bench and NCLT, Mumbai Bench respectively to obtain their approvals to the Scheme.

The Amalgamation, now being at an advanced stage, it is proposed to change the name of the Bank from "**IDFC Bank Limited**" to "**IDFC First Bank Limited**" upon completion of the Amalgamation, subject to necessary regulatory and other approvals.

The Registrar of Companies has approved the availability of the desired name i.e. IDFC First Bank Limited.

In compliance with Sections 49-B and 49-C of the Banking Regulation Act, 1949, an application has been made to RBI seeking its approval for changing the name of the Bank to IDFC First Bank Limited.

RATIONALE FOR ARRIVING AT THE PROPOSED NAME IS AS UNDER:

The two entities being merged are "**IDFC Bank Limited**" and "**Capital First Limited**". The proposed new name "**IDFC First Bank Limited**" combines the words "IDFC" and "First" from the two institutions and seeks to leverage the strength of two powerful brands.

The name IDFC has been incorporated in totality in the combined brand name. Further, Capital First has been in retail businesses since inception, and a large customer base is used to the brand as such. Hence the name "Capital First" too, like "IDFC Bank" needed to be retained in order that the customers of both companies are able to connect with the merged entity. However, to shorten the name and to make it easy to call out, while also conveying the sense of continuity with change, it is proposed to drop 'Capital' and retain 'First' to rename the Bank as "**IDFC First Bank Limited**".

The Board of Directors has approved change of name of the Bank from IDFC Bank Limited to "IDFC First Bank Limited".

Also, the Board of Directors of IDFC Limited (Ultimate Holding Company) at its meeting held on October 30, 2018 approved the usage of word "IDFC" in the proposed name.

The provisions of the Companies Act, 2013 and rules made thereunder requires the Bank to obtain approval of shareholders by a Special Resolution for effecting change in the Bank's name and consequential alteration in the Memorandum and the Articles of Association of the Bank.

Your Directors recommend passing of the resolution as a Special Resolution.

All documents referred to in the Postal Ballot Notice and Statement under Section 102(1) of the Companies Act, 2013 would be available for inspection without any fee by the Members at the Registered Office of the Bank during business hours on all working days.

None of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in this resolution except to the extent of their shareholding in the Bank.

INSTRUCTIONS FOR E-VOTING:

The instructions and other information relating to E-voting are as under:

1.A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Bank / Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and Password provided in the email). Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail id, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN". Please select EVEN of IDFC Bank Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folios / demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify or change the votes cast.
- xi. Corporate/ Institutional Members(i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: idfcbank.evoting2018@karvy.com with a copy marked to bank.info@idfcbank.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVEN". The documents should reach the Scrutinizer on or before **Wednesday, January 02, 2019 at 5:00 p.m.** at Karvy Fintech Private Limited [Unit: IDFC Bank Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032.

B. In case of Members receiving physical copy of the Notice by Courier [for Members whose email IDs are not registered with the Bank / Depository Participant(s)]:

- i. EVEN, User ID and initial Password are provided in the loose leaf Postal Ballot Form attached with this Notice.
 - ii. Please follow all steps from Sr. No. (i) to (xi) as mentioned in (A) above, to cast your vote.
2. In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) or contact Mr. M R V Subrahmanyam, Head Operations - Corporate Registry at Karvy Fintech Private Limited [Unit: IDFC Bank Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Email: einward.ris@karvy.com, Contact No.: +91 40 67161500, +91 40 33211000 and Toll Free No.: 1800 345 4001.