

And

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

And

In the matter of the Composite Scheme of Amalgamation of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

IDFC Bank Limited, a company incorporated under the provisions of the Companies Act, 2013 and having its Registered Office at KRM Towers, 7th Floor, No. 1 Harrington Road, Chetpet, Chennai - 600 031; Tel: +91 44 4564 4000; Fax: +91 44 4564 4022

...Applicant/Amalgamated Company

#### NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS

Notice is hereby given that by an order dated July 19, 2018, the Chennai Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed that a meeting be held of the Equity Shareholders of the Applicant/Amalgamated Company ("Order") for the purpose of considering, and if thought fit, approving, with or without modification, the arrangement embodied in the Composite Scheme of Amalgamation ("Scheme") of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Amalgamation").

In pursuance of the said Order and as directed therein, further notice is hereby given that a Meeting of the Equity Shareholders of the Applicant/Amalgamated Company will be held on **Monday, September 03, 2018 at 2:00 p.m.** at the Music Academy, T.T.K. Auditorium (Main Hall), Near Acropolis Building, New No. 168 (Old No. 306), T.T. K. Road, Royapettah, Chennai 600 014, Tamil Nadu, India, at which time and place the said Equity Shareholders are requested to attend.

Copies of the Notice and the Explanatory Statement under Section 230(3), Section 232(2) read with Section 102 of the Companies Act, 2013 along with a copy of the Scheme and other annexures including Proxy Form, Attendance Slip and Postal Ballot form can be obtained free of charge from the Registered Office of the Applicant/Amalgamated Company at KRM Towers, 7th Floor, No. 1 Harrington Road, Chetpet, Chennai - 600 031, Tamil Nadu, India.

Persons entitled to attend and vote at the Meeting, may vote in person or by Proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Applicant/Amalgamated Company not later than 48 hours before the Meeting.

The Hon'ble NCLT has appointed Ms. Veena Mankar, Independent Non-Executive Chairperson of the Applicant/Amalgamated Company and failing her, Dr. Rajiv B. Lall, Founder Managing Director and CEO of the Applicant/Amalgamated Company as Chairperson of the said Meeting. The above mentioned Amalgamation, if approved at the Meeting, will be subject to subsequent approval of the Hon'ble NCLT.

**Further Notice** is hereby given to the Equity Shareholders of the Applicant/Amalgamated Company that:

1. In accordance with the applicable regulatory provisions, the Applicant/Amalgamated Company is providing the Equity Shareholders with the facility for casting their votes either by way of Postal Ballot or by way of voting electronically from a place other than venue of general meeting ("**Remote e-voting**"). The Remote e-voting facility is being offered by Karvy Computershare Private Limited ("**Karvy**").
2. In addition to Remote e-voting and Postal Ballot, the Applicant/Amalgamated Company has also provided the facility of voting through ballot paper at the venue of the Meeting.
3. The cut-off date for determining the eligibility of the Equity Shareholders for voting through Remote e-voting, Postal Ballot or voting at the venue of the Meeting through ballot paper is **Friday, July 13, 2018 ("cut-off date")**. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled for voting by any mode.
4. The Remote e-voting and Postal Ballot shall remain open from **Saturday, August 04, 2018 at 9:00 a.m. to Sunday, September 02, 2018 at 5:00 p.m.** Duly completed and signed Postal Ballot form should reach the Scrutinizer on or before **5.00 p.m. on September 02, 2018**. Postal Ballot forms received after said time shall not be considered and shall be treated as if the reply from the Equity Shareholder has not been received. Further, Remote e-voting module shall be disabled by Karvy for voting on **September 02, 2018 at 5.00 p.m.**
5. The Applicant/Amalgamated Company has on **Tuesday, July 31, 2018**, completed the dispatch of Notice along with the Postal Ballot form with instructions and a self-addressed postage prepaid Business Reply Envelope amongst others, to the Equity Shareholders holding shares in either physical form or in dematerialization form as on the cut-off date, whose email ids were not registered with the Applicant/Amalgamated Company. The said documents have also been sent in electronic mode to all the Equity Shareholders whose email addresses are registered with the Applicant/Amalgamated Company or Depository Participants.
6. Equity Shareholders who have not received the Postal Ballot form can either download the same from the website of the Applicant/Amalgamated Company, [www.idfcbank.com](http://www.idfcbank.com) or obtain duplicate Postal Ballot form from the registered office of the Applicant/Amalgamated Company or can get it by sending an email on [mahendra.shah@idfcbank.com](mailto:mahendra.shah@idfcbank.com) or Karvy on [einward.ris@karvy.com](mailto:einward.ris@karvy.com). The Applicant/Amalgamated Company or Karvy shall forward the same along with self-addressed postage pre-paid Business Reply Envelope to the Equity Shareholder.
7. The Equity Shareholders can opt for only one mode of voting i.e. either by Postal Ballot, Remote e-voting or voting by way of ballot paper at the Meeting. In case any Equity Shareholder casts the vote both via Postal Ballot and Remote e-voting, then voting done through Remote e-voting shall prevail. Equity Shareholders who have cast their votes through Postal Ballot or Remote e-voting may attend the Meeting but shall not be entitled to cast their vote again.
8. Notice including the Postal Ballot form and Remote e-voting instructions are available on the Applicant/Amalgamated Company's website [www.idfcbank.com](http://www.idfcbank.com) and on the website of Karvy at <https://evoting.karvy.com>.
9. Mr. B. Narasimhan, Practising Company Secretary (Membership No. FCS 1303/COP No. 10440) of BN & Associates, Company Secretaries, has been appointed as the Scrutinizer to conduct the entire voting process in a fair and transparent manner.
10. In case of any query / grievance pertaining to Remote e-voting and Postal Ballot, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) or contact Mr. M R V Subrahmanyam Head of Corporate Registry at Karvy Computershare Private Limited [Unit: IDFC Bank Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Contact No.: +91 40 67161500, +91 40 33211000 and Toll Free No.: 1800 345 4001. Email: [subrahmanyam.mrv@karvy.com](mailto:subrahmanyam.mrv@karvy.com).

Sd/-

Ms. Veena Mankar  
Chairperson for the Meeting

Place: Mumbai  
Date: August 02, 2018

Before the National Company Law Tribunal, Chennai Bench  
COMPANY SCHEME APPLICATION NO. 132 OF 2018  
In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

And

In the matter of the Composite Scheme of Amalgamation of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

IDFC Bank Limited, a company incorporated under the provisions of the Companies Act, 2013 and having its Registered Office at KRM Towers, 7th Floor, No. 1 Harrington Road, Chetpet, Chennai - 600 031; Tel: +91 44 4564 4000; Fax: +91 44 4564 4022

...Applicant/Amalgamated Company

### NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETINGS OF THE SECURED CREDITORS AND UNSECURED CREDITORS

Notice is hereby given that by an order dated July 19, 2018, the Chennai Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed that separate meetings be held of the Secured Creditors and Unsecured Creditors of the Applicant/Amalgamated Company ("**Order**") for the purpose of considering, and if thought fit, approving, with or without modification, the arrangement embodied in the Composite Scheme of Amalgamation ("**Scheme**") of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Amalgamation**").

In pursuance of the said Order and as directed therein, further notice is hereby given that separate meetings of the Secured Creditors and Unsecured Creditors of the Applicant/Amalgamated Company will be held on **Monday, September 03, 2018 at 9:30 a.m.** and **11:00 a.m.** respectively at the Music Academy, T.T.K. Auditorium (Main Hall), Near Acropolis Building, New No. 168 (Old No. 306), T.T. K. Road, Royapettah, Chennai - 600 014, Tamil Nadu, India, at which time and place the said Secured Creditors and Unsecured Creditors are requested to attend.

Copies of the Notice and the Explanatory Statement under Section 230(3), Section 232(2) read with Section 102 of the Companies Act, 2013 along with a copy of the Scheme and other annexures including Proxy Form, Attendance Slip and Postal Ballot form can be obtained free of charge from the Registered Office of the Applicant/Amalgamated Company at KRM Towers, 7th Floor, No. 1 Harrington Road, Chetpet, Chennai - 600 031, Tamil Nadu, India.

Persons entitled to attend and vote at the Meeting, may vote in person or by Proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Applicant/Amalgamated Company not later than 48 hours before the Meeting.

The Hon'ble NCLT has appointed Ms. Veena Mankar, Independent Non-Executive Chairperson of the Applicant/Amalgamated Company and failing her, Dr. Rajiv B. Lall, Founder Managing Director and CEO of the Applicant/Amalgamated Company as Chairperson of the said Meetings. The above mentioned Amalgamation, if approved at the Meeting, will be subject to subsequent approval of the Hon'ble NCLT.

**Further Notice** is hereby given to the Secured Creditors and Unsecured Creditors of the Applicant/Amalgamated Company that:

1. In accordance with the applicable regulatory provisions, the Applicant/Amalgamated Company is providing Secured Creditors and Unsecured Creditors with the facility for casting their votes through Postal Ballot. In addition to Postal Ballot, the Applicant/Amalgamated Company has also provided the facility of voting through ballot paper at the venue of the Meetings.
2. The cut-off date for determining the eligibility of the Secured Creditors and Unsecured Creditors for voting through Postal Ballot or voting at the venue of the Meetings through ballot paper is **Friday, July 13, 2018 ("cut-off date")**. Secured Creditors and Unsecured Creditors whose name is recorded in the register as on the cut-off date only shall be entitled for voting by any mode.
3. The Postal Ballot shall remain open from **Saturday, August 04, 2018 at 9:00 a.m. to Sunday, September 02, 2018 at 5:00 p.m.** Duly completed and signed Postal Ballot form should reach the Scrutinizer on or before **5.00 p.m. on September 02, 2018**. Postal Ballot forms received after the said time shall not be considered and shall be treated as if the reply from the Secured Creditors and Unsecured Creditors has not been received.
4. The Applicant/Amalgamated Company has on **Wednesday, August 01, 2018**, completed the dispatch of Notice along with the Postal Ballot form with instructions and a self-addressed postage prepaid Business Reply Envelope amongst others, to the Secured Creditors and Unsecured Creditors as on the cut-off date.
5. Secured Creditors and Unsecured Creditors who have not received the Postal Ballot form can either download the same from the website of the Applicant/Amalgamated Company, [www.idfcbank.com](http://www.idfcbank.com) or obtain duplicate Postal Ballot form from the registered office of the Applicant/Amalgamated Company or can get it by sending an email on [debt.investors@idfcbank.com](mailto:debt.investors@idfcbank.com). The Applicant/Amalgamated Company shall forward the same along with self-addressed postage pre-paid Business Reply Envelope to the Secured Creditors and Unsecured Creditors.
6. Secured Creditors and Unsecured Creditors can opt for only one mode of voting i.e. either by Postal Ballot or voting by way of ballot paper at the Meeting. Secured Creditors and Unsecured Creditors who have cast their votes through Postal Ballot may attend the Meeting but shall not be entitled to cast their vote again.
7. Notice including the Postal Ballot instructions is available on the Applicant/Amalgamated Company's website [www.idfcbank.com](http://www.idfcbank.com).
8. Mr. B. Narasimhan, Practising Company Secretary (Membership No. FCS 1303/COP No. 10440) of BN & Associates, Company Secretaries, has been appointed as the Scrutinizer to conduct the entire voting process in a fair and transparent manner.
9. In case of any query, please send an email on [debt.investors@idfcbank.com](mailto:debt.investors@idfcbank.com).

Place: Mumbai  
Date: August 02, 2018

Sd/-  
Ms. Veena Mankar  
Chairperson for the Meetings



