

IDFCBANK/SD/SE/117/2018-19

January 3, 2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001
BSE Scrip Code: 539437

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400 051
NSE Symbol: IDFCBANK

Dear Sir / Madam,

Sub: IDFC Bank Limited - Disclosure of Voting Results in respect of the Postal Ballot process conducted for Change of Name

This is in continuation of our letter dated November 30, 2018 wherein we had sent copy of the Postal Ballot Notice dated November 30, 2018, for seeking approval of the Members by way of Postal Ballot/E-voting for 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 pursuant to Sections 4, 13, 14 and other applicable provisions of the Companies Act, 2013 and applicable rules thereunder, the Banking Regulation Act, 1949 and Regulation 45 of the Listing Regulations, as amended from time to time.

The voting period for Postal Ballot and E-voting commenced from Tuesday, December 04, 2018 at 9.00 a.m. IST and concluded on Wednesday, January 02, 2019 at 5.00 p.m. IST.

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the details of the voting results of the aforesaid postal ballot exercise along with the Scrutinizer's Report.

The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on January 2, 2019 and the said resolution was passed with requisite majority.

Please take the above on record.

Thanking you,

Yours faithfully

For **IDFC Bank Limited**

Satish Gai
for **Satish Gai**
Company Secretary



Encl: As above

Company Name	IDFC BANK LIMITED
Date of the AGM/EGM (Postal Ballot)	Notice dated November 30, 2018 E-voting start date: Tuesday, December 4, 2018 (9:00 a.m.) E-voting end date: Wednesday, January 2, 2019 (5:00 p.m.) (Resolution passed through Postal Ballot on January 2, 2019.)
Total number of shareholders on record date	642079
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Change of Name of the Bank from "IDFC Bank Limited" to "IDFC First Bank Limited" and consequential alteration to the Memorandum and							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1912608641	0	0.0000	00	0	0.0000	0.0000
	Poll	1912608641	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1912608641	885147262	46.2796	885147262	0	100.0000	0.0000
Public- Institutions	E-Voting	710416555	582679618	82.0194	582679618	0	100.0000	0.0000
	Poll	710416555	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	710416555	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	781387351	14055650	1.7988	13884009	171641	98.7788	1.2211
	Poll	781387351	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	781387351	746065	0.0955	738455	7610	98.9799	1.0200
Total		3404412547	1482628595	43.5502	1482449344	179251	99.9879	0.0121

Certified True Copy
For IDFC BANK LTD.

Meyuri Chhichhiya

Meyuri Chhichhiya
Assistant Company Secretary

SCUTINIZER'S REPORT



To,
Mr. V. Vaidyanathan
Managing Director & CEO
IDFC Bank Limited,
Naman Chambers, C-32, G Block,
Bandra Kurla Complex,
Bandra East, Mumbai 400051

Certified True Copy
For IDFC BANK LTD.


Mayuri Chhichhiya
Assistant Company Secretary

Regd. Office:
KRM Towers, 7th Floor, No.1 Harrington Road,
Chetpet, Chennai 600 031.

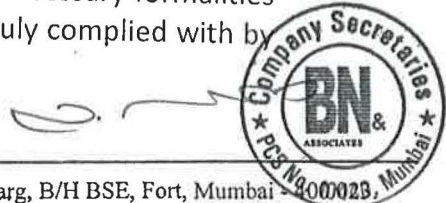
Sub.: IDFC Bank - Combined Scrutinizer's Report on Postal Ballot (including E-voting)

In terms of the resolution passed by the Board of Directors of IDFC Bank Limited (*hereinafter referred to as "the Bank"*) on 28th November, 2018, I have been appointed as the Scrutinizer to conduct and scrutinize the Postal Ballot voting process in respect of the Special Resolution as circulated/ stated in the Postal Ballot Notice dated 30th November, 2018 ('Notice').

In order to enable wider participation of Members and to comply with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and Section 108 and 110 of the Companies Act, 2013 (the 'Act') read with the rules framed there under, the Bank had provided electronic voting ('E-voting') facility as an alternative to its Members so as to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form.

Accordingly, the Bank had made arrangements with its Registrar and Share Transfer Agents, Karvy Fintech Private Limited (*hereinafter referred to as 'Karvy'*), also the Service Provider, for providing a system of recording votes of the Members cast through e-voting. The Bank had also made arrangements with Karvy to set up the E-voting facility on its website <https://evoting.karvy.com>.

The Bank and Karvy had uploaded the Notice together with the explanatory statement and the Postal Ballot Form on their respective websites www.idfcbank.com and <https://evoting.karvy.com>. Karvy had generated Electronic Voting Event Number ('EVEN') for the votes cast through e-voting mode. As directed by the Bank, all necessary formalities specified under the Act and the Rules framed there under have been duly complied with by the Service Provider.



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabai Doshi Marg, B/H BSE, Fort, Mumbai
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

Necessary instructions in relation to voting by Postal Ballot were duly mentioned in the Postal Ballot Form which was sent along with the Notice to all the Members of the Bank by courier and e-mail, wherever e-mail ids were available as detailed elsewhere in this Report. The above activities were completed by December 1, 2018. The Register of Members was made up, for the purpose of dispatch of the Notice and Postal Ballot Form to the Members as on Thursday, 29th November 2018 (cut-off date). The item for which approval of the Members of the Bank was sought through Special Resolution as stated in the Notice is mentioned hereunder:-

Sr. No.	Type of Resolution	Description of the resolution
1.	<u>As a Special Resolution</u> Resolution mentioned here under	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

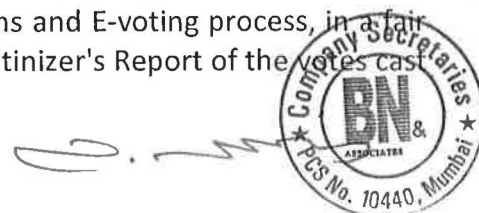
“RESOLVED THAT pursuant to the provisions of Sections 4,13,14 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and applicable rules there under, the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), 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.”

The Management of the Bank is responsible for ensuring compliance with the requirements of the Act and the Rules there under and Listing Regulations relating to voting through E-voting and Postal Ballot.

My responsibility as the Scrutinizer for the voting process (through Postal Ballot and E-voting), was restricted to scrutinize the Postal Ballot Forms and E-voting process, in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast



in favour and against the resolution stated in the Notice, based on Postal Ballots received and the reports generated from the E-voting system.

I report that the Notice and the Postal Ballot Form in accordance with the relevant provisions of the Act read with Rules made there under were dispatched to the Members numbering to **1,27,665** through courier. The Notices and the Postal Ballot Form sent in physical form were accompanied with postage pre-paid self-addressed Business Reply Envelope ('BRE') which was required to be returned by the Members on or before 5.00 P.M., on Wednesday January 2, 2019. In addition to the above, Notices were also sent via electronic mode by Karvy, the Service Provider, to **5,14,414** Members at their e-mail addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on the cut-off date i.e. November 29, 2018.

I further report that as stated in the Notice sent to the Members, the Bank had fixed 5:00 P.M. on Wednesday January 2, 2019 as the last date for receipt of Postal Ballot Form and completing the E-voting.

As stated in sub-rule 4 of rule 20 as well as rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Bank in "Financial Express (all India editions)", English Newspaper, and in "Makkal Kural (Chennai edition)", Tamil Newspaper, both on 2nd December, 2018, informing about the completion of dispatch of the Notices and Forms, by courier and by e-mail, wherever applicable, to the Members along with other related documents mentioned therein.

I report that I have received the Postal Ballot Forms from the Members during the period starting from 9.00 a.m. on Tuesday December 4, 2018 till 5.00 p.m. on Wednesday, January 2, 2019. All the Postal Ballot Forms together with all votes cast through E-voting from 9.00 a.m. on Tuesday December 4, 2018 up to 5:00 p.m. on Wednesday, January 2, 2019, being the last date fixed by the Bank for receipt of the Postal Ballot Forms and E-voting, were considered for scrutiny.

The Postal Ballot Forms received by Karvy in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by Karvy under my instructions at regular intervals. This process was carried out on a weekly basis.

On Wednesday January 2, 2019, after the closure of E-voting process at 5.00 p.m., the votes cast through E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. Prakash Gupte and Ms. Nutan Shirke, witnesses, not in employment of the Bank, as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since, E-voting facility was provided by Karvy, the details of the E-voting exercised by the Members and the votes exercised through Postal Ballot Forms, which were duly scrutinized and processed, were duly compiled by Karvy. The details of the E-voting, the compilation of the Register in respect of physical Postal Ballot Forms containing the statement of Member's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by Karvy which have been duly scrutinized.



The details containing, *inter alia*, list of Equity Shareholders, who voted "For" or "Against" the resolution through e-voting were generated from the e-voting website of Karvy i.e. <https://evoting.karvy.com>.

On scrutiny, I report that out of **6,42,079** Members holding shares as on the cut-off date, i.e. November 29, 2018, 954 Members have exercised their votes through E-voting and 210 Members have exercised their votes through Postal Ballot Forms, as received till the last date. Further, E-voting platform was optional for the Members to cast their votes. In case, a Member had cast his/her vote by Postal Ballot Form as well as through E-voting then, vote cast through e-voting was considered and voting done through Postal Ballot Form was ignored, as indicated in the Postal Ballot Notice dated November 30, 2018.

The details of Postal Ballot results for the item placed for consideration and approval of the Members is given below:

Total no. of Members	6,42,079		
Total no. of Equity Shares	3,40,44,12,547		
Receipt of Postal Ballot Forms	From 9.00 a.m. on 4 th December, 2018 till 5.00 p.m. on 2 nd January 2019		
		Number of Votes	Number of Shares
Total votes cast through E-voting	A	954	60,37,34,137
Total votes cast through Postal Ballot Forms received	B	210	191,33,58,753
Grand Total of E-voting/Postal Ballot Forms (A+B)	C	1,164	251,70,92,890
Less: Invalid E-voting/ Postal Ballot Forms <i>*(On account of signature mismatch, for / against option not indicated / abstained/less voted)</i>	D	13	103,44,64,295*
Net E-voting/ Postal Ballot Forms (C-D)	E	1,151	148,26,28,595

NOTE:

- (i) A vote cast in favour or against the resolutions is calculated based on the Valid Votes cast through Postal ballot and Remote E-Voting.
- (ii) As per the applicable provisions of the Banking Regulation Act, 1949, the voting rights of a shareholder of a Bank are restricted to 26% of the total voting rights in the said Bank. As on November 30, 2018, IDFC Financial Holding Company Limited, the promoter of IDFC Bank Limited, held 191,26,08,641 shares in its name, which constituted 56.18% of the paid up capital of the Bank. Accordingly, the votes cast by this entity for the



purpose of valid votes cast is being restricted to 88,51,47,262 shares being 26% of the total paid up capital of the Bank.

- (iii) * includes 102,74,61,379 shares of IDFC Financial Holding Company Limited considered as abstained.
- (iv) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the Postal Ballot Form whichever is less

There are NIL cases where the Member has voted both through Postal Ballot Form as well as through e-voting

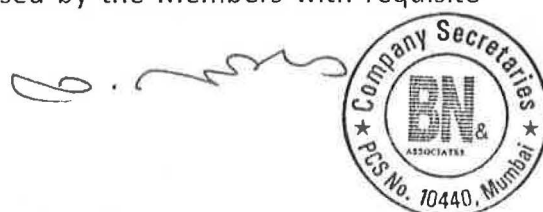
Summary of Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outsta nding shares (3)=[(2)/ (1)]*1 00	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)]/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	191,26,08,641	88,51,47,262	46.280	88,51,47,262	NIL	100.00	NIL
Public- Institution al holders	71,04,16,555	58,26,79618	82.019	58,26,79618	NIL	100.00	NIL
Public- others	78,13,87,351	1,48,01,715	1.894	1,46,22,464	1,79,251	98.789	1.211
Total	340,44,12,547	148,26,28,595	43.550	148,24,49,344	1,79,251	99.988	0.012

Percentage of votes cast in Favour: 99.988. Percentage of votes cast Against: 0.012

RESULTS: -

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in the Postal Ballot Notice dated November 30, 2018 has been passed by the Members with requisite



majority. The Resolution is deemed as passed on the last date of voting that is January 2, 2019.

I further report that as per the Postal Ballot Notice dated November 30, 2018 and the Board Resolution dated November 28, 2018, the Company Secretary or in his absence any Director of the Bank may declare and confirm the above results of voting by postal ballot in respect of the Resolution referred, on January 3, 2019. The result of the Postal Ballot will be displayed on the Bank's website www.idfcbank.com as also that of the Service Provider Karvy at <https://evoting.karvy.com>. The results will also be communicated to BSE Limited and the National Stock Exchange of India Limited, being stock exchanges where the shares of the Bank are listed and will also be displayed on the notice board of the Bank at its Registered office and Corporate office, immediately after the declaration of the result by the Company Secretary or in his absence by any Director.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from Karvy, the Service Provider for the e-voting facility extended by them as also the Registrar and Share Transfer Agent recording the consent or otherwise received from the Members, voting through postal ballot, which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Bank.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your Bank.

Thanking you,

Yours faithfully
For BN & Associates
Company Secretaries



CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)

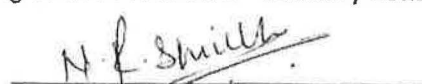
Place: Mumbai

Date: January 3, 2019

The following were the witnesses to the unblocking of the votes on 2nd January 2019



1. Mr. Prakash Gupte



2. Ms. Nutan Shirke

