

Voting Results of 6th Annual General Meeting ('AGM')



	IDFC FIRST BANK LIMITED
Date of the AGM/EGM	30-07-2020
Total number of shareholders on record date (as on July 22, 2020)	1003211
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	508

Resolution No.	1										
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt : a. the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon and b. The Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	2,268,937,489	1,474,809,367	65.0000	1,474,809,367	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,474,809,367	65.0000	1,474,809,367	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	2,017,934,826	1,388,466,415	68.8063	1,388,466,415	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,388,466,415	68.8063	1,388,466,415	0	100.0000	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,385,471,405	75,884,734	5.4772	75,835,724	49,010	99.9354	0.0645	0	0	
	Poll		2,124,596	0.1533	2,124,285	311	99.9853	0.0146	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		78,009,330	5.6305	77,960,009	49,321	99.9368	0.0632	0.0632	0	0
Total		5,672,343,720	2,941,285,112	51.8531	2,941,235,791	49,321	99.9983	0.0017	0	0	

Resolution No.	2										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Vishal Mahadevia DIN 01035771, who retires by rotation and being eligible, offers himself for re-appointment.										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	2,268,937,489	1,474,809,367	65.0000	1,474,809,367	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,474,809,367	65.0000	1,474,809,367	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	2,017,934,826	1,648,685,686	81.7016	1,640,404,921	8,280,765	99.4977	0.5022	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,648,685,686	81.7016	1,640,404,921	8,280,765	99.4977	0.5023	0.5023	0	0
Public- Non Institutions	E-Voting	1,385,471,405	75,892,095	5.4777	75,525,250	366,845	99.5166	0.4833	0	0	
	Poll		2,124,596	0.1533	2,107,545	17,051	99.1974	0.8025	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		78,016,691	5.6311	77,632,795	383,896	99.5079	0.4921	0.4921	0	0
Total		5,672,343,720	3,201,511,744	56.4407	3,192,847,083	8,664,661	99.7294	0.2706	0	0	

Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint and fix the remuneration of Statutory Auditors										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	2,268,937,489	1,474,809,367	65.0000	1,474,809,367	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,474,809,367	65.0000	1,474,809,367	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	2,017,934,826	1,610,126,946	79.7908	1,589,289,662	20,837,284	98.7058	1.2941	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,610,126,946	79.7908	1,589,289,662	20,837,284	98.7059	1.2941	1.2941	0	0
Public- Non Institutions	E-Voting	1,385,471,405	75,893,387	5.4778	75,757,272	136,115	99.8206	0.1793	0	0	
	Poll		2,124,596	0.1533	2,124,595	1	99.9999	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		78,017,983	5.6311	77,881,867	136,116	99.8255	0.1745	0.1745	0	0
Total		5,672,343,720	3,162,954,296	55.7610	3,141,980,896	20,973,400	99.3369	0.6631	0	0	

Voting Results of 6th Annual General Meeting ('AGM')

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Offer and Issue of Debt Securities on Private Placement basis									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	2,268,937,489	1,474,809,367	65.0000	1,474,809,367	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,474,809,367	65.0000	1,474,809,367	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	2,017,934,826	1,648,685,686	81.7016	1,638,706,602	9,979,084	99.3947	0.6052	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,648,685,686	81.7016	1,638,706,602	9,979,084	99.3947	0.6053	0.6052	0
Public- Non Institutions	E-Voting	1,385,471,405	75,907,757	5.4788	75,592,663	315,094	99.5848	0.4151	0	0
	Poll		2,124,531	0.1533	2,123,801	730	99.9656	0.0343	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		78,032,288	5.6321	77,716,464	315,824	99.5953	0.4047	0.4047	0
Total		5,672,343,720	3,201,527,341	56.4410	3,191,232,433	10,294,908	99.6784	0.3216	0	0

Resolution No.	5										
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Dr. Sanjay Kumar as a Nominee Director representing Government of India										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	2,268,937,489	1,474,809,367	65.0000	1,474,809,367	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.0000	0	0
	Total		1,474,809,367	65.0000	1,474,809,367	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	2,017,934,826	1,648,685,686	81.7016	1,642,066,744	6,618,942	99.5985	0.4014	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.0000	0	0
	Total		1,648,685,686	81.7016	1,642,066,744	6,618,942	99.5985	0.4015	0.4015	0	0
Public- Non Institutions	E-Voting	1,385,471,405	75,893,756	5.4778	75,595,611	298,145	99.6071	0.3928	0	0	
	Poll		2,124,426	0.1533	2,108,414	16,012	99.2462	0.7537	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0.0000	0	0
	Total		78,018,182	5.6311	77,704,025	314,157	99.5973	0.4027	0.4027	0	0
Total		5,672,343,720	3,201,513,235	56.4407	3,194,580,136	6,933,099	99.7834	0.2166	0	0	

**Combined Scrutinizer's Report on Remote E-voting and E-Voting conducted at the 6th AGM of
IDFC FIRST BANK Limited held on Thursday July 30, 2020**

To,
The Chairman
IDFC FIRST BANK Limited
Naman Chambers, C-32, G Block,
Bandra Kurla Complex,
Bandra East, Mumbai 400051

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars No. 20/2020 dated May 5, 2020, read with General Circular No.14/2020 dated April 8, 2020 and General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as "Applicable Circulars".

Ref.: 6th Annual General Meeting of the Equity Shareholders of IDFC FIRST BANK Limited held on Thursday, July 30, 2020 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commencing at 11.00 AM (IST)

The Board of Directors of IDFC FIRST BANK Limited (*hereinafter referred to as the "Bank"*) at its meeting held on May 22, 2020 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended by the "**Applicable Circulars**" issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted. **The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic.** I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the **Applicable Circulars**.

As mentioned in the Notice, the proceedings of the AGM will be deemed to be conducted at



the Registered Office of the Bank which shall be the deemed Venue of the AGM.

Report on Scrutiny:

- The Bank had appointed National Securities Depository Ltd. ('NSDL') as the **Service provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the Bank and for voting electronically at the meeting.
- KFin Technologies Private Limited ('KFIN'), (formerly Karvy Fintech Private Limited) are the Registrar and Share Transfer Agents ('RTA') of the Bank.
- The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting through electronic voting on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the 6th Annual General Meeting ('AGM') of the Bank, which was held on Thursday, July 30, 2020.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsd.com>. The Bank had uploaded all the items of the business as mentioned in AGM Notice and to be transacted at the AGM on the website of the Bank and also it's Service Provider and also on the websites of Stock Exchanges Viz BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through Remote E-Voting.
- The Management of the Bank is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations
- My responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL, the service provider .
- The internal cut-off date for the dispatch of the Notice of the AGM was June 26, 2020 and as on that date, there were 9,90,718 shareholders of the Bank. On account of threat posed by COVID-19 and in terms of the **Applicable Circulars**, the service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 8,42,365 Members constituting 85.03 % of the total members, whose email id was made available by the Depositories. For those Members whose email id was not available, or holding in physical form, who had not registered their email Id with the RTA the Notices could not be sent. The Bank had advertised notice convening AGM and e-voting details in the newspapers wherein suitable mention was also made for those shareholders who have not registered their email id to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the AGM. The AGM Notice contained the detailed procedure to be followed by the Members for procuring user id and password and registration of e-mail ids for E-voting for the resolutions set out in this AGM Notice as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **Applicable Circulars**.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Wednesday, **July 22, 2020**.



- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for Five days from **Saturday, July 25, 2020 at 9.00 A.M. to Wednesday, July 29, 2020 at 5:00 P.M.**
- The Bank completed the dispatch of the notices by email to the members by July 07, 2020.
- As prescribed in clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the **Applicable Circulars**, the Bank had released an advertisement prior to sending Notices to the Shareholders which was published in English in 'Hindu Business Line' newspaper having country-wide circulation and in Tamil in 'Makal Kural' newspaper, dated July 6, 2020. The Notice contained the required information as provided under clause IV (a) to (f) of the said Circulars.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Bank also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Hindu Business Line' newspaper having country-wide circulation and in Tamil in 'Makal Kural.' Newspaper, dated July 08, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on July 29, 2020 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the 6th AGM of the Bank held through VC / OAVM means, on Thursday July 30, 2020, after considering all the items of business, the facility to vote electronically was provided to facilitate those members who are attending the meeting through VC / OAVM but could not participate in the Remote E-voting to record their votes.
- On July 30, 2020, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mrs Saroj Narasimhan and Mr. R Mahesh who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After unblocking the votes cast, the total votes cast both through remote e-voting and by voting through electronic means at the AGM, were consolidated and the final Scrutinizer's Report was prepared.
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at the AGM by way of Electronic means are as under:

Details	Remote E-voting	Voting through electronic means at AGM	Total voting
Number of members who cast their votes	2891	78	2969
Total number of Shares held by them	3993905418	2124596	3996030014
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Invalid Votes	Various as mentioned under each of the Resolution		



Note:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.
2. 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 Wednesday July 22, 2020, IDFC Financial Holding Company Limited, the promoter of IDFC FIRST Bank Limited, held 2,26,89,37,489 shares in its name, which constituted 40% 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 26% of the total paid up capital of the Bank. Accordingly, IDFC Financial Holding Company Limited, Promoter, voted for 147,48,09,367 shares.
3. In reference to note (2.), 79,41,28,122 shares of IDFC Financial Holding Company Limited was not voted and therefore have been considered as abstained being the shares in excess of 26%.

ORDINARY BUSINESS

I) Item No. 1 of the Notice (As an Ordinary Resolution):

1. To receive, consider and adopt:

- [a] the Audited Standalone Financial Statements of the Bank for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
- [b] the Audited Consolidated Financial Statements of the Bank for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /Less voted - Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	294,12,35,791	99.998	49,321	0.002	105,47,44,902

Item 1 of Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution):

2. To appoint a Director in place of Mr. Vishal Mahadevia (DIN: 01035771), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /Less voted - Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	319,28,47,083	99.729	86,64,661	0.271	79,45,18,270

Item 2 of Notice stands passed with the requisite majority



III) Item No. 3 of the Notice (As an Ordinary Resolution):

3. To appoint and fix the remuneration of Statutory Auditors

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /Less voted - Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	314,19,80,896	99.337	2,09,73,400	0.663	83,30,75,718

Item 3 of Notice stands passed with the requisite majority

SPECIAL BUSINESS

IV) Item No. 4 of the Notice (As a Special Resolution):

4. Offer and Issue of Debt Securities on Private Placement basis

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /Less voted - Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	319,12,32,433	99.678	1,02,94,908	0.322	79,45,02,673

Item 4 of Notice stands passed with the requisite majority

V) Item No.5 of the Notice (As an Ordinary Resolution):

Appointment of Dr. Sanjay Kumar as a Nominee Director representing Government of India

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /Less voted - Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	319,45,80,136	99.783	6933099	0.217	79,45,16,779

Item 5 of Notice stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated June 22, 2020 as per the details above and as per the break up provided in the annexure attached stands passed under Remote E-voting and voting conducted at AGM Electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.



I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Bank. All other relevant records relating to remote e-voting and Electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,
Yours Faithfully
For B.N. & Associates
COMPANY SECRETARIES

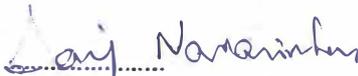


CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)



Place: Mumbai
Date: July 30, 2020

The following were the witnesses to the unblocking the votes cast through remote e-voting.

1. 

Mrs. Saroj Narasimhan

2. 

Mr. R Mahesh

I have received the report:

Signature



Signed by Mr. Satish Gaikwad, Head – Legal & Company Secretary, authorised by the Chairman

Place: Mumbai
Date: July 30, 2020