

IDFCBANK/SD/SE/48/2018-19

June 30, 2018

The Manager – Listing Department
National Stock Exchange of India Limited
Bandra-Kurla-Complex, Bandra (East)
Mumbai - 400 051
NSE Scrip Code: IDFCBANK

The Manager – Listing Department
BSE Limited
1st Floor, P.J. Towers, Dalal Street,
Mumbai - 400 001
BSE Scrip Code: 539437

Dear Sirs,

Sub: IDFC Bank Limited - Alteration of Articles of Association

The Memorandum and Articles of Association of IDFC Bank were prepared at the time of incorporation of the Bank i.e. in the year 2014.

Since then, there have been many amendments to various regulations applicable to the Bank including the Companies Act, 2013, the Banking Regulation Act, 1949 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of this, it is necessary that certain provisions of the Articles of Association be altered / deleted and new articles be added.

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors *vide* Circular Resolution dated June 29, 2018, has approved the following alteration in the Articles of Association of the Bank, subject to approval of the Members at the ensuing Annual General Meeting to be held for FY2017-18:

- Article 1 (a):** The existing Article 1 (a) be replaced with the following new article:

Existing Article 1 (a)	New Article 1 (a)
The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013, shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not, except in respect of such matters for which no provisions exist in these Articles, apply to this Company.



2. **Article 34:** The existing Article 34 be replaced with the following new article:

Existing Article 34	New Article 34
<p>As provided in Section 12B of the Banking Regulation Act, 1949, no person/group of persons shall acquire any shares of the Company which would take his/her/its/their holding to a level of 5 per cent or more (or such per cent as the Reserve Bank of India may impose from time to time) of the paid-up share capital of the company without the prior approval of the Reserve Bank of India.</p>	<p>Pursuant to the provisions of Section 12B of the Banking Regulation Act, 1949, no person shall, except with the previous approval of the Reserve Bank of India, on an application being made, acquire or agree to acquire, directly or indirectly, by himself or acting in concert with any other person, shares / compulsorily convertible debentures of IDFC Bank Limited or voting rights therein, which acquisition taken together with the shares / compulsorily convertible debentures / voting rights, if any held by him or his relative or associate enterprise or person acting in concert with him, makes the person to hold in aggregate five per cent or more (or such per cent as the Reserve Bank of India may impose from time to time) of the paid-up share capital of IDFC Bank Limited or entitles him to exercise five per cent or more (or such per cent as the Reserve Bank of India may impose from time to time) of the voting rights in IDFC Bank Limited.</p>

3. **Article 112 aa) :** The following new Article 112 aa) be inserted after the existing Article 112 a) -
 Subject to the prior approval of the Reserve Bank of India, the Company may, in addition to the Managing Director, also appoint one or more Executive / Whole-time directors, by whatever name called.

4. The existing **Article 112 (b)** and **Article 112 (c)** be deleted.

Kindly take note of the same.

Thanking you,

Yours faithfully,
 For IDFC Bank Limited

Mahendra N. Shan
 Company Secretary

