

# Notice



**IDFC FIRST  
Bank**

## IDFC FIRST Bank Limited

**CIN:** L65110TN2014PLC097792

**Registered Office:** KRM Tower, 7<sup>th</sup> Floor, No. 1 Harrington Road, Chetpet, Chennai - 600 031, Tamil Nadu, India.

**Tel:** + 91 44 4564 4000

**Corporate Office:** IDFC FIRST Bank Tower (The Square), C-61, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai, 400 051.

**Tel:** + 91 22 7132 5500

**Website:** [www.idfcfirstbank.com](http://www.idfcfirstbank.com); **E-mail:** [bank.info@idfcfirstbank.com](mailto:bank.info@idfcfirstbank.com)

## POSTAL BALLOT NOTICE

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

Dear Shareholders,

**NOTICE** is hereby given to the shareholders ("**Members**") of IDFC FIRST Bank Limited ("**Bank**" or "**IDFC FIRST Bank**"), pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("**Companies Act**"), read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and relevant circulars including General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the "**MCA Circulars**"), Regulation 44 and other applicable provisions, if any, of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), read with relevant SEBI circulars thereof, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force, and any other applicable laws, rules, guidelines, notifications, circulars and regulations, if any, the following special businesses are proposed to be passed by the Members of the Bank through Postal Ballot via remote Electronic Voting ("**e-Voting**") only.

The proposed Resolutions and Explanatory Statement setting out material facts as required in terms of Section 102 of the Companies Act read with the rules and the MCA Circulars are appended below for seeking consent of the Members of the Bank through e-Voting.

In compliance with Regulation 44 of the SEBI Listing Regulations, and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules and the MCA Circulars, the Bank is sending this Postal Ballot Notice in electronic form only and has extended only the e-Voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The

Bank has appointed KFin Technologies Limited ("**KFintech**") for facilitating e-Voting system to enable the Members to cast their votes electronically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the e-Voting system only. The instructions for e-Voting are appended to this Postal Ballot Notice.

The Board of Directors of the Bank has appointed **Ms. Manisha Maheshwari**, Practicing Company Secretary [**Membership No. FCS: 13272 and CP: 11031**], Partner of M/s. Bhandari & Associates, Company Secretaries, failing her, **Mr. S. N. Bhandari**, Practicing Company Secretary [**Membership No. FCS: 761 and CP: 366**], Partner of M/s. Bhandari & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot e-Voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act and the rules made thereunder. You are requested to carefully read the instructions in this Postal Ballot Notice and record your vote through the e-Voting process not later than 5:00 p.m. Indian Standard Time ("**IST**") of May 17, 2025.

After completion of scrutiny of the votes, the Scrutinizer will submit its report to the Chairperson of the Bank, or a person authorized by him. The results of Postal Ballot shall be declared on or before May 20, 2025 along with the Scrutinizer's report, be displayed at the Corporate Office and the Registered Office of the Bank, communicated to the Stock Exchanges and will also be uploaded on the Bank's website at [www.idfcfirstbank.com](http://www.idfcfirstbank.com) and on the website of KFintech at <https://evoting.kfintech.com/>.

The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e., May 17, 2025.

## Special Business

### Item No. 1:

#### **RE-CLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE BANK AND CONSEQUENT AMENDMENT IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE BANK.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules 2014, and other applicable rules notified thereunder, in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the relevant provisions of the Banking Regulation Act, 1949, read with the rules, circulars and guidelines issued by the Reserve Bank of India (“RBI”) and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), and the provisions of Memorandum of Association and Articles of Association of the Bank, basis the recommendation of the Board of Directors of the Bank, and subject to the approvals, consents, permissions and/ or sanctions, as may be required, from the Ministry of Corporate Affairs (“MCA”), Government of India, RBI, SEBI, Stock Exchange(s), viz., National Stock Exchange of India Limited and BSE Limited, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and any other approvals required under the provisions of applicable laws, the consent of the Members of the Bank be and is hereby accorded to amend the capital clause of the Memorandum of Association of the Bank to re-classify the existing Authorized Share Capital of the Bank of ₹ 14,000,00,00,000 comprising of 1,296,20,00,000 Equity Shares of ₹ 10/- each and 10,38,00,000 Preference Shares of ₹ 100/- each to ₹ 14,000,00,00,000 comprising of 1,270,00,00,000 Equity Shares of ₹ 10/- each and 130,00,00,000 Preference Shares of ₹ 10/- each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Bank be and is hereby substituted as follows:

#### Clause V of the Memorandum of Association:

*The Authorized Share Capital of the Company is ₹ 14,000,00,00,000/- (Rupees Fourteen thousand crore only) comprising of 1,270,00,00,000 (One thousand two hundred and seventy crore) Equity Shares of ₹ 10/- each and 130,00,00,000 (One hundred and thirty crore) Preference Shares of ₹ 10/- each. The Company has the power to increase and reduce the Capital of the Company and to divide the Shares and the Capital for the time being into other classes and to attach thereto respectively such preferential, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company or otherwise and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time*

*being be provided by Articles of Association of the Company or otherwise.*

**RESOLVED FURTHER THAT** the Board (which shall include duly authorised Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required with power to settle all questions, difficulties or doubts that may arise in regard to the above resolution as it may in its absolute discretion, deem necessary or desirable and to delegate all or any of its powers conferred herein to any Committee, Director(s) and/ or Officer(s) of the Bank to give effect to this resolution.”

### Item No. 2:

#### **ISSUANCE, OFFER AND ALLOTMENT OF COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES OF FACE VALUE OF ₹10/- EACH ON PREFERENTIAL BASIS.**

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

**“RESOLVED THAT** pursuant to Sections 23, 42, 55 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Companies Act”), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder, in accordance with applicable rules, regulations, etc., issued by Securities and Exchange Board of India (“SEBI”) including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the relevant provisions of the Banking Regulation Act, 1949, the rules, circulars, directions and guidelines issued by the Reserve Bank of India (“RBI”), the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory amendment(s), modification(s) or reenactment(s) thereof, for the time being in force), the provisions of Memorandum of Association and Articles of Association of the Bank, and subject to other applicable rules and regulations and the approvals, consents, permissions and/ or sanctions, as may be required from the RBI, Competition Commission of India (“CCI”), Ministry of Corporate Affairs (“MCA”), Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and any other approvals required under the provisions of applicable laws, and subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed by the Board of Directors of the Bank (“Board”), consent of the Members of the Bank be and is hereby accorded to create, offer, issue and allot, up to 124,98,80,388 (One hundred twenty four crore ninety eight lakh eighty thousand three hundred eighty eight) Compulsorily Convertible Cumulative Preference Shares of face value of ₹ 10/- each (Rupees Ten only) each fully paid up (“CCPS”) at a price of ₹ 60/- (Rupees Sixty only) (including premium of

₹ 50/- (Rupees Fifty only) per CCPS, such price being not less than the price determined in accordance with SEBI ICDR Regulations (“**Issue Price**”), by way of a preferential allotment on a private placement basis (“**Preferential Issue**”), to be convertible in accordance with the SEBI ICDR Regulations, into 124,98,80,388 (One hundred twenty four crore ninety eight lakh eighty thousand three hundred eighty eight) number of fully paid up equity shares of the Bank of face value of ₹ 10/- (Rupees Ten only) each, and upon such conversion each such equity share shall rank pari-passu in all respects, including as to dividend, with the existing equity shares of the Bank, to the following two separate investors (“**Proposed Allottees**”), as set out in the table below, in such manner and on such other terms and conditions, as may be approved by the Board (which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) in accordance with the SEBI ICDR Regulations and other applicable laws and as per the separate/ respective investment agreements executed between the Bank and each of the Proposed Allottees:

S. No.	Name of the Proposed Allottee(s)	Number of CCPS to be Allotted	Total Consideration (₹)
1.	Currant Sea Investments B.V.	81,26,94,722	4,876,16,83,320
2.	Platinum Invictus B 2025 RSC Limited	43,71,85,666	2,623,11,39,960
<b>Total</b>		124,98,80,388	7,499,28,23,280

**RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid CCPS on preferential basis shall be subject to the following terms and conditions, in conformity with the Companies Act, SEBI ICDR Regulations and other applicable laws:

1. The “**Relevant Date**” for determining the floor price of the CCPS in accordance with Regulation 164 of the SEBI ICDR Regulations is April 17, 2025, being the date which is 30 days prior to the last date for remote electronic voting for Postal Ballot (on which date the resolution, if approved, by the requisite majority through Postal Ballot will be deemed to be passed) i.e. May 17, 2025.
2. Without prejudice to the generality of the above, the aforesaid CCPS shall be subject to applicable laws as well as the Memorandum of Association and Articles of Association of the Bank, be made fully paid up at the time of allotment, upon conversion to equity shares of the Bank shall rank pari-passu with the existing equity shares of the Bank in all respects, and shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
3. The price determined shall be subject to appropriate adjustments, if required, as permitted under the rules, regulations, and laws, as applicable from time to time.
4. The CCPS shall be issued and allotted by the Bank to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt

of Members’ approval, provided that, where the issue and allotment of the said CCPS is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the RBI, National Stock Exchange of India Limited, BSE Limited and/or Competition Commission of India (as applicable)) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time.

5. Each of the Proposed Allottees shall be entitled to receive a payout at the pre-determined rate of 8% per annum on a cumulative basis.
6. Each CCPS allotted to each of the Proposed Allottees shall be compulsorily convertible into 1 Equity Share of the Bank. Conversion will take place at the earlier of either: (a) the option of the relevant Proposed Allottee, or (b) automatically, within 15 (fifteen) business days from the date on which the 45 (forty five) trading days’ average of the daily volume weighted average price of the equity shares of the Bank on National Stock Exchange of India Limited reaches at least the Issue Price; and in any event, no later than 5 business days prior to expiry of 18 (eighteen) months from the date of allotment.
7. Full consideration for allotment of CCPS shall be paid to the Bank by the Proposed Allottees from their respective bank accounts for the subscription of the CCPS (including premium) prior to the allotment of CCPS and which shall be kept by the Bank in a separate account opened by the Bank for this purpose and shall be utilized by the Bank for the purpose for which the amount is raised in accordance with the provisions of applicable laws.
8. The Proposed Allottees shall have the right to exercise the conversion option within the period specified in Regulation 162 of the SEBI ICDR Regulations and in accordance with their respective Investment Agreements executed by the Proposed Allottees and the Bank.
9. The CCPS shall be entitled to voting rights under applicable law.
10. The CCPS shall be entitled to participate in the surplus funds, surplus assets and profits of the Bank on winding up, which may remain after the entire capital has been repaid.
11. The CCPS shall carry a preferential right viz-a-vis equity shares with respect to payment of dividend and repayment in case of a winding up or repayment of capital.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals, as may be required, under applicable laws, consent of the Members of the Bank be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through private placement offer cum application letter in Form PAS-4 or such



other form as prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions.

**RESOLVED FURTHER THAT** the Members do and hereby take note of the Certificate dated April 17, 2025, issued by Ms. Manisha Maheshwari, Partner of M/s. Bhandari & Associates, Practicing Company Secretaries, Membership No. F13272 as per Regulation 163(2) of the SEBI ICDR Regulations, certifying that the Preferential Issue is being made in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Members do and hereby take note of the valuation report dated April 17, 2025 issued by Mr. Harsh Chandrakant Ruparelia, registered valuer, with registration no. IBBI/RV/05/2019/11106, as per Regulation 166A(1) of the SEBI ICDR Regulations and the Members do hereby note that pursuant to the said valuation report, the fair value of each CCPS is ₹ 56.86/-.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board (which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid CCPS, conversion of CCPS to equity shares and listing thereof with the Stock Exchanges, as appropriate, including but not limited to filing of requisite documents with the Registrar of Companies, Depositories and/or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the Preferential Issue of the aforesaid CCPS, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

### Item No. 3:

#### **AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE BANK AND APPROVAL OF SHAREHOLDERS OF THE BANK TO PROVIDE A RIGHT TO CURRANT SEA INVESTMENTS B.V. (OR ANY OF ITS ASSIGNEES) TO NOMINATE 1 NON-RETIRING NON-EXECUTIVE DIRECTOR.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and other applicable rules notified thereunder ("**Act**"), applicable provisions of the Banking Regulation Act, 1949 ("**BR Act**") read with the rules, circulars and guidelines issued by the Reserve Bank of India ("**RBI**") in this regard, from time to time, and any other applicable laws (including any

statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum of Association and the Articles of Association of the Bank, and pursuant to the recommendation of the Board of Directors ("**Board**") of the Bank, and subject to the approval of RBI, and such other approvals, as may be necessary, from concerned statutory authorities or regulatory bodies and subject to the consummation of the transactions contemplated under the investment agreement dated April 17, 2025 executed between the Bank and Currant Sea Investments B.V., the consent of the Members of the Bank be and is hereby accorded to amend and insert the new Article Clause 101B after the existing Clause '101A Appointment of Nominee Director' of the Articles of Association of the Bank to insert the right of Currant Sea Investments B.V. (or any of its assignees) to appoint 1 (one) non-retiring non-executive director on the Board of the Bank, details whereof are as follows:

#### Insertion of new Article: Article 101B

- "(a) Currant Sea Investments B.V. or any of its assignees ("Investor") shall have the right to nominate 1 (one) non-retiring non-executive director (and to remove from office any director so appointed and to appoint another in the place of the director so removed) ("Investor Director") for appointment on the Board of the Bank, in accordance with the terms of Investment Agreement dated April 17, 2025 executed between the Bank and Currant Sea Investments B.V.*
- (b) The Investor shall have the right to appoint any alternate director and to replace the Investor Director and appoint another Investor Director."*

**RESOLVED FURTHER THAT** pursuant to Regulation 31B and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, the consent of the Members of the Bank be and is hereby accorded to approve the right of Currant Sea Investments B.V. (or any of its assignees) to appoint 1 (one) non-retiring non-executive director on the Board of the Bank and to nominate its nominee director to such committees of the Board of the Bank as may be mutually agreed.

**RESOLVED FURTHER THAT** the Board (which shall include duly authorised Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required with power to settle all questions, difficulties or doubts that may arise in regard to the above resolution as it may in its absolute discretion, deem necessary or desirable and to delegate all or any of its powers conferred herein to any Committee, Director(s) and/ or Officer(s) of the Bank to give effect to this resolution.

By order of the Board of Directors of

**IDFC FIRST Bank Limited**

Date: April 17, 2025

Place: Mumbai

**Satish Gaikwad**

General Counsel and Company Secretary

FCS: 6494

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, setting out the material facts and reasons for the resolutions in respect of the business set out in this Notice is annexed hereto.
2. The Postal Ballot Notice along with the instructions regarding remote e-Voting has been dispatched to all the Members by e-mail, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e., National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) and who already have their e-mail address registered with the Registrar and Share Transfer Agent (“RTA”)/ Depositories as on Friday, April 11, 2025 (“cut-off date”). A person who is not a Member of the Bank as on the cut-off date should treat this Notice for information purposes only.
3. A copy of the Postal Ballot Notice is also available on the Bank’s website at [www.idfcfirstbank.com](http://www.idfcfirstbank.com) and on the website of KFin Technologies Limited (“KFinTech”) at <https://evoting.kfintech.com/> and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Bank are listed i.e. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
4. Dispatch of the Notice shall be deemed to be completed on the day on which KFinTech or Bank sends out the communication for the Postal Ballot process by e-mail to the Members of the Bank.
5. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Tamil daily newspaper circulating in Chennai, being place where the Registered Office of the Bank is situated (in vernacular language, i.e., Tamil) and also on the Bank’s website: [www.idfcfirstbank.com](http://www.idfcfirstbank.com)
6. The Members of the Bank whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e., NSDL/ CDSL as on the cut-off date (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail address with the RTA/ Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
7. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with rules made thereunder, Regulation 44 of the SEBI Listing Regulations, SS-2 and relevant Circulars issued by Ministry of Corporate Affairs, and any amendments thereto, the Bank is providing facility for voting by e-Voting to all the Members of the Bank as on the cut-off date to enable them to cast their votes electronically on the item mentioned in the Notice. For this purpose, the Bank has engaged the services of KFinTech and have made necessary arrangements to facilitate e-Voting. In terms of the MCA Circulars, voting can be done only by e-Voting. The Members are strongly advised to use the e-Voting procedure by themselves and not through any other person/ proxies.
8. The portal for e-Voting will remain open for the Members for exercising their voting from **Friday, April 18, 2025, at 09:00 a.m.** India Standard Time (“IST”) till **Saturday, May 17, 2025, at 05:00 p.m.** IST. Please note that e-Voting module will be disabled for voting by KFinTech after the said date and time. During this period, the Members of the Bank holding shares either in physical form or dematerialized form, as on the cut-off date, may cast their vote electronically. Once vote on the resolutions is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
9. The voting rights of the Members shall be in proportion to his/ her share in the total paid-up equity share capital of the Bank as on the cut-off date, subject to the provisions of the Banking Regulation Act, 1949, as amended, which will only be considered for voting. In case of joint holders, only such joint holder who is higher in the order of names as per the Register of Members of the Bank will be entitled to vote.
10. All the material documents referred in the Explanatory Statement shall be available for inspection through electronic mode, during business hours except Saturday, Sunday and National Holidays from the date hereof up to the date of announcement of results of Postal Ballot. Members seeking to inspect such documents can send an email to [secretarial@idfcfirstbank.com](mailto:secretarial@idfcfirstbank.com), mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.
11. The Scrutinizer shall prepare Scrutinizer’s Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer shall immediately, after the conclusion of voting, unblock the votes cast through e-Voting and make, not later than two working days of conclusion of the e-Voting, a Scrutinizer’s Report of the total votes cast in favour or against, if any and submit to the Chairperson or a person authorised by him, who shall countersign the same. The Scrutinizer’s decision on the validity of e-Voting will be final. The results of the Postal Ballot will be announced on or before Tuesday, May 20, 2025. The results of the Postal Ballot will be posted on the Bank’s website [www.idfcfirstbank.com](http://www.idfcfirstbank.com) and on KFinTech’s website <https://evoting.kfintech.com/> and will also be communicated to the Stock Exchanges where the Bank’s shares are listed. The Bank will also display the results of the Postal Ballot along with Scrutinizer’s Report at its Corporate Office and Registered Office.
12. The resolutions, if passed, by the requisite majority, shall be deemed to have been passed on the last date specified by the Bank for e-Voting i.e., Saturday, May 17, 2025. Further, resolutions passed by the Members

through Postal Ballot is deemed to have been passed effectively at a general meeting.

13. Members holding shares in dematerialized mode are requested to register/ update their KYC details including e-mail address with the relevant Depository Participants ("DP"). Members holding shares in physical form are requested to register/ update their KYC details including e-mail address by submitting duly filled and signed Form ISR-1 at <https://ris.kfintech.com/client/services/isc/default.aspx> along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Bank at <https://www.idfcfirstbank.com/investors>.
14. The shareholder holding shares in electronic mode has to get his e-mail ID and mobile number updated in the demat account or folio and User ID and password generation will be done on the respective depository.
15. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further, as per the SEBI circular dated January 25, 2022, the request of transmission and transposition shall only be processed in dematerialized form by following the steps mentioned in the said circular. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, the Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members can contact the Bank's RTA for assistance in this regard.
16. The Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act. The Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to the RTA of the Bank i.e., KFintech. The prescribed forms, in this regard, are available on the website of the Bank at <https://www.idfcfirstbank.com/investors>. The Members holding shares in dematerialized form may contact their respective DP for availing this facility.
17. To support 'Green Initiative', the shareholders who have not registered their email-id are requested to register the same with their Depository Participants in case shares are held in dematerialised form and with KFintech in case shares are held in physical form, which could help the Bank for sending paperless communication in future.

## 18. General Shareholders related information:





In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual available at the 'download' section of <https://evoting.kfintech.com/> or call KFintech on 1800 309 4001 (toll free) or contact Ms. Krishna Priya, Manager at KFin Technologies Limited [Unit: IDFC FIRST Bank Limited], Selenium Tower B, Plot 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad 500 032, Telangana, India, e-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

## 19. THE PROCEDURE AND INSTRUCTIONS FOR VOTING ELECTRONICALLY ARE AS FOLLOWS:

The detailed procedure with respect to e-Voting are as under: In order to increase the efficiency of the e-Voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, had decided to enable e-Voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-Voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Therefore, to support the above initiative undertaken by SEBI, Members are requested to intimate/ update changes, if any, pertaining to their e-mail address and mobile numbers with the respective Depositories/ Depository Participants. Members holding shares in physical form and who want to avail the above initiatives of SEBI are requested to convert their physical holdings into Demat form. Members can contact KFintech for any assistance in this regard.

### (i) Login Method for remote e-voting for Individual shareholders holding securities in demat mode:

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, e-voting process has been enabled for all the individual demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories ("NSDL" / "CDSL")/ Depository Participants in order to increase the efficiency of the voting process. The procedure to login and access remote e-voting, as devised by the Depositories / DP(s), is given below:

NSDL	CDSL
<p><b>I. Users who have already registered for the IDeAS e-Services facility of NSDL:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the 'Beneficial Owner' icon available under 'Login' under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password.</li> <li>Post successful authentication, click on 'Access to e-Voting' under Value Added Services on the panel available on the left-hand side.</li> <li>Click on the 'Active E-voting Cycles' option under E-voting.</li> <li>Click on the e-Voting link available against '<b>IDFC FIRST Bank Limited</b>' or select e-Voting service provider '<b>KFintech</b>' and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</li> </ol> <p><b>II. Users who have not registered for the IDeAS e-Services facility of NSDL:</b></p> <ol style="list-style-type: none"> <li>To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select "Register Online for IDeAS" or click <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with completing registration using DP ID, Client ID, Mobile Number, etc.</li> <li>Post successful registration, please follow steps given as above in point no. I to cast your vote.</li> </ol> <p><b>III. Alternatively, for directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>A new screen will open. On the login page enter User ID (i.e. sixteen-digit demat account number held with NSDL, starting with IN), Login Type, i.e., through Password (in case you are registered on NSDL's e-voting platform) / through the generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li> <li>Post successful authentication, Click on the 'Active E-voting Cycles / VC or OAVMs' option under E-voting</li> <li>Click on e-Voting link available against '<b>IDFC FIRST Bank Limited</b>' or select e-Voting service provider '<b>KFintech</b>' and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</li> </ol> <p><b>NSDL Mobile App</b> Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>	<p><b>I. Existing users who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> OR <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi or Login to My Easi option under Quick Login</li> <li>Login with your registered user id and password</li> <li>You will be directed to the e-Voting Menu.</li> <li>Click on the e-Voting link available against '<b>IDFC FIRST Bank Limited</b>' or select e-Voting service provider '<b>KFintech</b>' and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</li> </ol> <p><b>II. User not registered for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> OR <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>Proceed with completing registration using DP ID-Client ID (BO ID), etc.</li> <li>Post successful registration, please follow steps given above in point no. I to cast your vote.</li> </ol> <p><b>III. Alternatively, by directly accessing the e-Voting module of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> or <a href="http://www.evotingindia.com">www.evotingindia.com</a></li> <li>Provide your Demat Account Number and PAN No.</li> <li>System will authenticate by sending OTP on registered Mobile Number &amp; E-mail as recorded in the Demat Account.</li> <li>After successful authentication, you will be directed to e-voting module of CDSL.</li> <li>Click on the e-Voting link available against '<b>IDFC FIRST Bank Limited</b>' or select e-Voting service provider '<b>KFintech</b>' and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</li> </ol>



**Individual Shareholder login through their demat accounts / Websites of Depository Participant**

- a) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- b) Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site, after successful authentication, wherein you can see e-Voting feature.
- c) You can click on options available against 'IDFC FIRST Bank Limited' or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting vote during the remote e-Voting period without any further authentication.

**Important note:**

Members who are unable to retrieve User ID / Password are advised to use 'Forgot user ID' / 'Forgot Password' option available on the websites of the respective Depositories / Depository Participant.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call helpdesk at: 022 – 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**(ii) Login method for remote e-voting for shareholders other than Individual shareholders holding securities in demat mode, and shareholders holding securities in physical mode:**

Members whose e-mail IDs are registered with the Bank/Depository Participant(s), will receive an e-mail from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- a) Go to the URL: <https://evoting.kfintech.com/>
- b) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (8765), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- c) Members who have forgotten their existing password or have not received login credentials, may obtain the User ID and Password for e-voting in the manner as mentioned below:
  - i. If the mobile number of the Member is registered against Folio No./ DP ID and Client ID, the Member may send SMS: MYEPWD <space> EVEN + Folio No. or DP ID Client ID to 9212993399  
 Example for NSDL: MYEPWD <space> IN12345612345678;  
 Example for CDSL: MYEPWD <space> 1402345612345678;  
 Example for Physical: MYEPWD <space> XXXX1234567890.
  - ii. If the e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click "Forgot Password" and enter Folio No. or DP ID and Client ID and PAN to generate a password.
  - iii. Alternatively, Members may call Kfintech's toll-free number 1800-309- 4001 (from 9:00 a.m. to 6:00 p.m.) or send an e- mail request to <https://evoting.kfintech.com/>.
- d) After entering all details appropriately, proceed to **"LOGIN"**.
- e) 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.
- f) Once the password is changed, you need to login again with the new credentials. On successful login, the system will prompt you to select the **"EVEN"** i.e. **IDFC FIRST Bank Limited** and click on **"Submit"**



- g) 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 **“AGAINST”** but the total number in **“FOR/AGAINST”** taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option **“ABSTAIN”**. 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.
- h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- i) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as **“ABSTAIN”**.
- j) You may then cast your vote by selecting an appropriate option and click on **“Submit”**.
- k) A confirmation box will be displayed. Click **“OK”** to confirm else **“CANCEL”** to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/JPG format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id [bhandariandassociates@gmail.com](mailto:bhandariandassociates@gmail.com) The scanned image of the above mentioned documents should be in the naming format **“IDFC FIRST Bank Limited – Postal Ballot - EVEN No. (8765)”**.

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT**

[(Pursuant to Section 102(1) of the Companies Act, 2013 and other applicable laws, setting out all material facts and reason(s)]

**Item No. 1:****RE-CLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE BANK AND CONSEQUENT AMENDMENT IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE BANK.**

The authorised share capital of the Bank, as on the date of the notice, is ₹ 14,000,00,00,000 comprising of 1,296,20,00,000 Equity Shares of ₹ 10/- each and 10,38,00,000 Preference Shares of ₹ 100/-.

The Board of Directors, in their meeting held on April 17, 2025, approved the issue and allotment of up to 124,98,80,388 (One hundred and twenty four crore ninety eight lakh eighty thousand three hundred and eighty eight) Compulsorily Convertible Cumulative Preference Shares (“CCPS”) by way of preferential allotment on a private placement basis, to Currant Sea Investments B.V. and Platinum Invictus B 2025 RSC Limited (“**Proposed Allotees**”) (in the proportion as set out above), subject to the approval of the Shareholders of the Bank, Reserve Bank of India (“RBI”) and other applicable regulatory approvals.

In view of the proposed issue of the CCPS and in terms of the separate/ respective investment agreements dated April 17, 2025 executed between the Bank and each of the Proposed Allotees, it is proposed that the authorised share capital of the Bank be re-classified as follows:

Particulars	Amount (₹)
1,270,00,00,000 Equity Shares of ₹ 10/- each	12,700,00,00,000
130,00,00,000 Preference Shares of ₹ 10/- each	1,300,00,00,000
<b>Total</b>	<b>14,000,00,00,000</b>

The Board at its meeting held on April 17, 2025, considered and approved the re-classification of the authorised share capital of the Bank and consequent amendment to the capital clause of the Memorandum of Association of the Bank, subject to the approval of the shareholders.

In terms of the Banking Regulation Act, 1949 (the “BR Act”), an alteration to the Memorandum of Association of a banking company is not maintainable unless there is a no-objection from the RBI. Accordingly, amendment to the Memorandum of Association of the Bank will be subject to the consent of the RBI.

In terms of the Section 13 of the Companies Act, 2013, the approval of Members of the Bank is now sought for re-classification of the authorised share capital and by way of alteration and replacement of the current Clause V of the Memorandum with the following:

**Clause V of the Memorandum of Association:**

*The Authorized Share Capital of the Company is ₹ 14,000,00,00,000/- (Rupees Fourteen thousand crore only) comprising of 1,270,00,00,000 (One thousand two hundred and seventy crore) Equity Shares of ₹ 10/- each and 130,00,00,000 (One hundred and thirty crore) Preference Shares of ₹ 10/- each. The Company has the power to increase and reduce the Capital of the Company and to divide the Shares and the Capital for the time being into other classes and to attach thereto respectively such preferential, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company or otherwise and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by Articles of Association of the Company or otherwise.*

None of the Directors, Key Managerial Personnel of the Bank and/ or their relatives are, in any way, financially or otherwise, concerned or interested in the passing of this resolution.

The Board has considered the proposal and recommends passing of the ordinary resolution contained in Item No. 1 of the Notice.

**Item No. 2:****ISSUANCE, OFFER AND ALLOTMENT OF COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES OF FACE VALUE OF ₹ 10/- EACH ON PREFERENTIAL BASIS.****Rationale/Objective of Issue:**

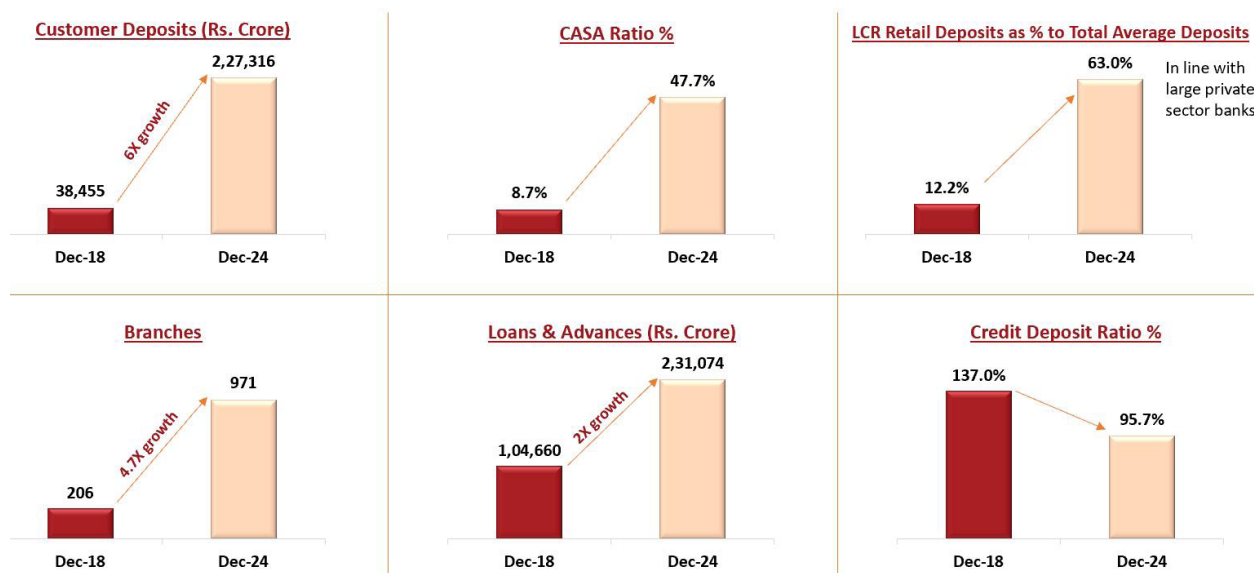
- 1. Introduction:** IDFC FIRST Bank is a new-age private sector bank with a vision to create a world class bank in India, focused on Ethical, Digital, and Social Good Banking. It is spread over 60,000 locations including cities, towns, and villages across India.

Over the last six years, IDFC FIRST Bank has undergone a successful transformation—from its legacy as an infrastructure-focused DFI to becoming a modern, technology-driven, pan-India, universal bank. Its services include Retail, MSME, rural, corporate, Trade Finance, Working Capital, Wealth management, Private Banking, Government Banking, Fastag, Cash management, NRI and treasury solutions.

- 2. Business Progress:** It has set up 971 branches which are fresh, spacious, digitally equipped, and has customer friendly staff, and has 1208 ATMs. While it has a physical network, it is built with digital capabilities in approach, scale and scope.

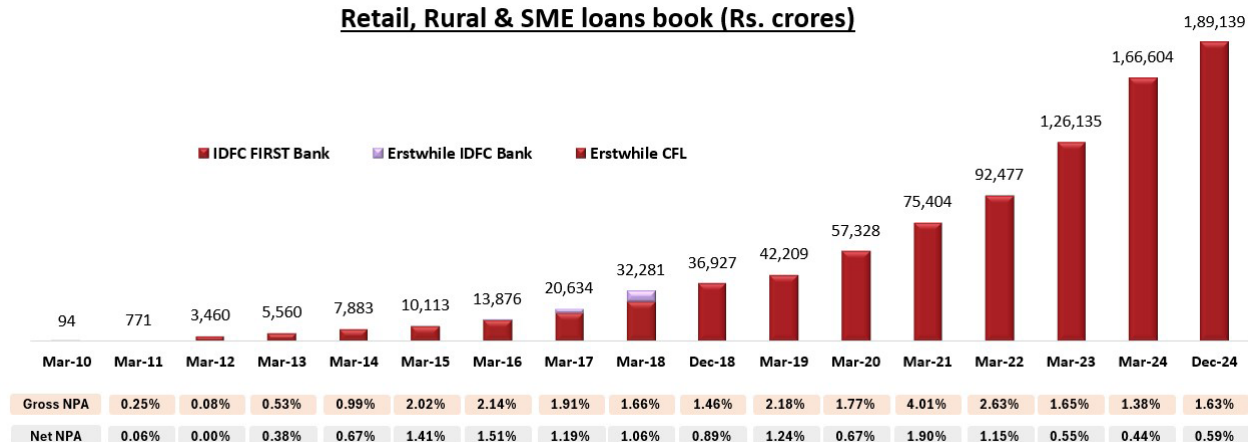
Its franchise is supported by modern, user-friendly digital interface. Deposits grew 6X from ₹ 38,455 crore in December 2018 to ₹ 2,27,316 crore in December 2024. The Bank has inculcated high levels of customer service as one of its key cultural traits. It is also supported by a strong brand, digital user-friendly interface, and technology capabilities.

CASA Ratio grew from 8.7% to 47.7%. The Bank's customer deposits are currently growing at 25.2% YoY and Loans & Advances growing by 20.3% YoY (March 31, 2025, provisional numbers as disclosed). Retail Deposits % as per LCR disclosures have increased from 12.2% to 63% and have reached the league of top 4 private sector banks within six years of merger. Credit Deposit Ratio declined materially from 137% to 95.7%.



*Credit Deposit ratio, including investment in corporate bonds reduced from 169% in December 2018 to 97.5% in December 2024. Loans & Advances include credit substitutes. LCR Deposits are based on average deposits for the quarter ending December 31, 2024.*

- 3. Loan book growth:** The Bank intends to grow the loan book of Retail, Rural, MSME, Commercial, as well as Corporate. The capital will be used for growth of these loans. For instance, the Bank has developed strong capabilities to grow Retail, Rural and MSME business over multiple cycles, and has consistently scaled from ₹ 94 crore in 2010 to ₹ 1.97 lakh crore in 15 years, both institutions put together. This book was initially built at Capital First and scaled at the Bank. We have also launched more businesses along the way. The Bank has maintained high asset quality in this segment, GNPA of ~2% and NNPA ~1% for 14 years across cycles. We expect to continue to grow this business into the future as well with the capital so raised.

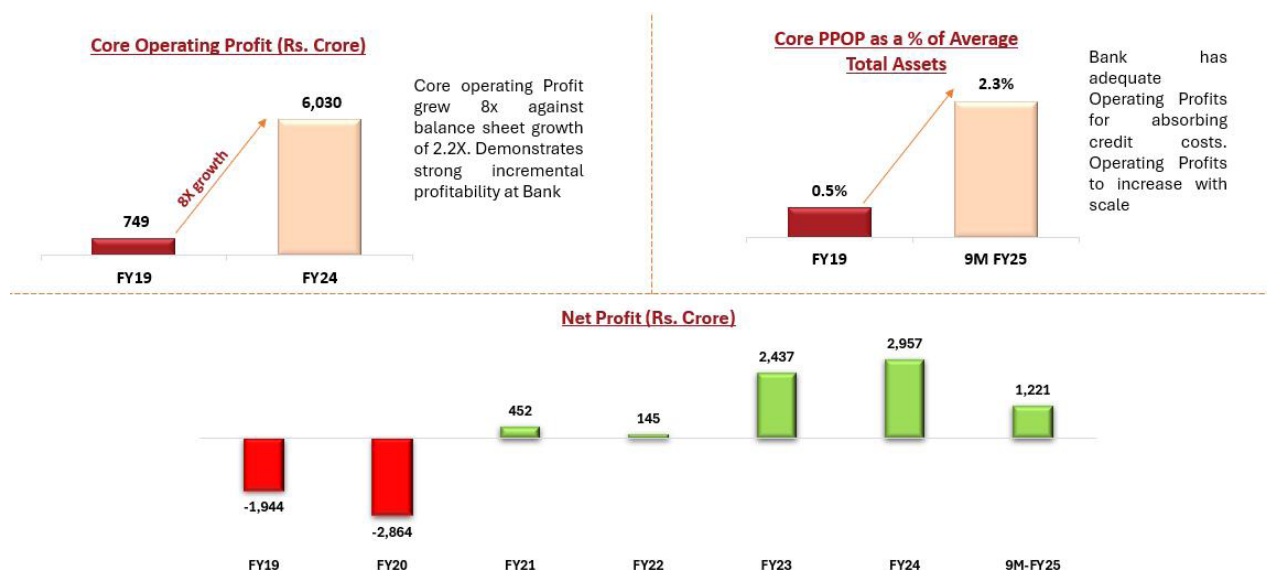
**Retail, Rural & SME loans book (Rs. crores)**

4. **Digital Capabilities:** Bank's mobile banking app was rated #1 in India and #4 globally by Forrester in Digital Experience: Indian Mobile Banking Applications, Q3 2024 and Digital Experience Review™: Global Mobile Banking Apps, Q4 2024.

On the lending side, by using AI/ ML-based underwriting models and API connectivity to India's new digital ecosystems, the Bank has built capabilities for originating high-quality Retail, Rural, and MSME loans, and has built a stable corporate Banking business.

5. **Profitability:** The digital approach in building the Bank has helped increase Core operating profit by 8X from ₹ 749 crore (FY19) to ₹ 6,030 crore (FY24), against balance sheet growth of 2x, demonstrating strong incremental profitability. PAT rose from a loss of ₹ 1,944 crore in FY19 to a profit of ₹ 2,957 crore in FY24.

However, profitability dipped in 9M-FY25 due to industry wide challenges in microfinance. Impact of MFI crisis is tapering off with improvement in collection efficiency in this business.



Core operating profit (Core PPOP) excludes trading gains. All FY19 numbers are as per reported financials for the full year. 9M-FY25 Core Operating Profit was ₹ 5,451 crore.

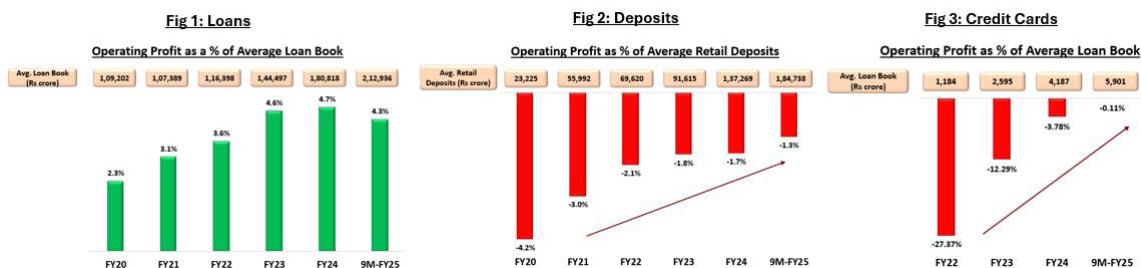
6. **Set-up stage businesses moving towards profitability.**

We have primarily three key components which sum up to the overall profitability of the Bank.

- Loans:** Already has strong profitability with Cost: Income at 55%. Operating Profit strong at 4.3% (Fig 1)
- Deposits:** Raising Deposits involves branches, ATMs, technology, brand, systems, people etc. This is making loss yet because of set-up stage but moving consistently towards profitability every year. This will break even with scale. (Fig 2)

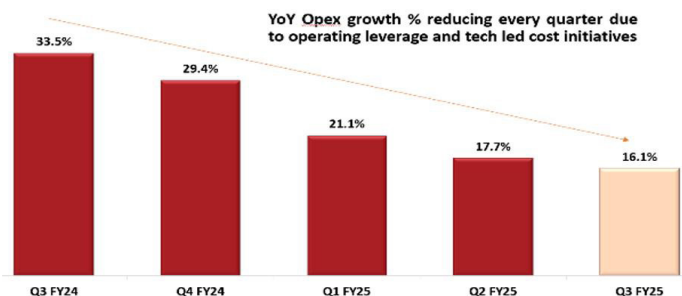


- (c) **Credit Cards:** Credit Cards is currently making loss because it is a newly launched business but is fast moving towards profitability. Operational breakeven has been quickly achieved within 4 years (Launched in FY 22). (Fig 3) Deposits, Credit Cards and other newly launched businesses are expected to break even with scale which will improve overall profits at the Bank.



## 7. Improving Operating Leverage is a key focus of the Bank.

Technology transformation projects and cost cuts are delivering results. YoY growth in Opex is reducing for the last four consecutive Quarters based on initiatives taken at the Bank. We expect to cut further costs using technology, resulting in improved operating leverage.



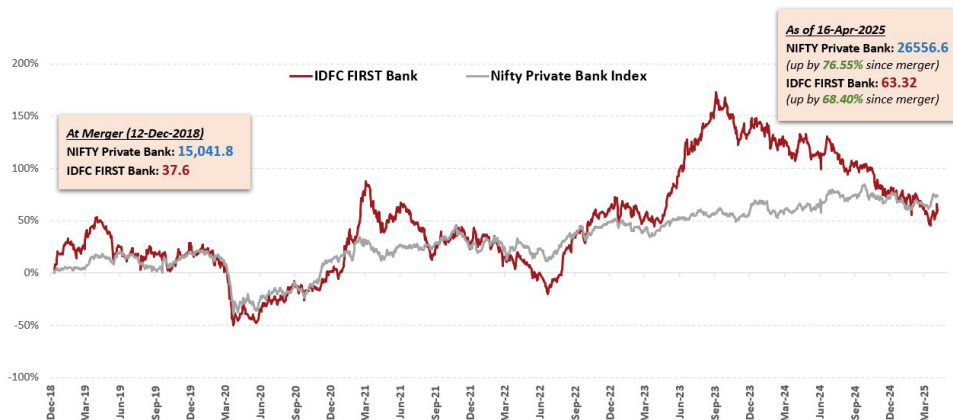
## 8. Growth Capital to scale up the bank:

As mentioned earlier, the Bank has set up a branch network, ATMs, brand and technology to build a stable deposit franchise and launched multiple businesses to be a full-fledged universal bank. These businesses need to be scaled up for optimal profitability. Further, the Bank proposes to grow the overall loan book at ~20% for the next few years.

To enable such scale up, the Bank is raising the required capital for growth. The large fund raise will increase the capital adequacy and reduce the need for frequent fundraising at the Bank.

This high capital adequacy will position the Bank for strong and profitable growth. With this fund raise, the overall capital adequacy will increase from 16.1% to 18.9% (CET- ~16.5%, as calculated on the capital position as of December 31, 2024), strengthening the Bank's balance sheet. It is the endeavour of the Bank to be positioned for strong and self-sustaining profitable growth.

### Stock Price movement since merger



Note: At merger, price prevailing on the last trading day prior to the public announcement of merger based on NCLT order on 12<sup>th</sup> December, 2018

In terms of the RBI Master Direction – Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023 dated January 16, 2023, the issuance and allotment of the CCPS is subject to the consent of the Reserve Bank of India.

The details in this regard, as required in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) and the Companies Act, 2013 (“**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, are as follows:

**A. Particulars of the offer, including the material terms, kind of securities offered, price at which the securities are being offered and the amount which the Bank intends to raise by way of such securities:**

The Board, at its meeting held on April 17, 2025, had, subject to the approval of the Members and such other regulatory approvals as may be required, approved the issue and allotment of up to 124,98,80,388 (One hundred and twenty four crore ninety eight lakh eighty thousand three hundred and eighty eight) fully paid-up Compulsorily Convertible Cumulative Preference Shares of face value of ₹ 10/- each (“**CCPS**”), at the price of ₹ 60/- (Rupees Sixty only) per CCPS (including premium of ₹ 50/- (Rupees Fifty only) per CCPS) (“**Issue Price**”), aggregating ₹ 7,500 crore (rounded off), by way of preferential allotment on a private placement basis (“**Preferential Issue**”), to Currant Sea Investments B.V. and Platinum Invictus B 2025 RSC Limited (“**Proposed Allotees**”) in the manner set out below, such offer (including the Issue Price) being in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the valuation report dated April 17, 2025 issued by Mr. Harsh Chandrakant Ruparelia, registered valuer, with registration no. IBBI/RV/05/2019/11106, as per Regulation 166A(1) of the SEBI ICDR Regulations.

Investor	Number of CCPS	Consideration (₹)
Currant Sea Investments B.V.	81,26,94,722	4876,16,83,320
Platinum Invictus B 2025 RSC Limited	43,71,85,666	2623,11,39,960

The aggregate amount intended to be raised pursuant to the Preferential Issue is up to ~ ₹ 7,500 crore.

The aforesaid CCPS, upon conversion to equity shares, shall rank pari-passu with the existing equity shares of the Bank in all respects.

**B. Purpose/ Object of the Preferential Issue of CCPS:**

- To cater to the short-term and long-term working capital requirements of the Bank.
- To support its future growth plans focusing on the robust business model of Retail Loans and Retail Deposit franchise.
- To be prepared for the uncertainties arising from the macro-economic scenario including the probability of a global recessionary impact induced by the US economy.

The Preferential Issue, which will be for a minimum of ₹ 5,250 crore, is expected to boost the Capital Adequacy ratio of the Bank, to fuel future growth.

**C. Maximum number of specified securities to be issued:**

The resolution set out in this Notice authorize the Board to issue up to 124,98,80,388 (One hundred and twenty four crore ninety eight lakh eighty thousand three hundred and eighty eight) fully paid-up compulsorily convertible cumulative preference shares of face value of ₹ 10/- each, (“**CCPS**”), at ₹ 60/- (Rupees Sixty only) per CCPS (face value of ₹ 10/- and premium of ₹ 50/- per CCPS) to the Proposed Allotees by way of preferential allotment on a private placement basis.

**D. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Bank to subscribe to the Preferential Issue:**

None of the directors or the key managerial personnel or the senior management of the Bank propose to subscribe to the CCPS. The Bank does not have any promoters.

**E. Shareholding Pattern of the Bank before and after the Preferential Issue of CCPS:**

The pre-issue and post-issue shareholding pattern of the Bank (considering full allotment of CCPS and conversion of the said CCPS to equity shares, issued on preferential basis) is given below:

Category	Pre issue Shareholding Structure		No. of equity shares to be allotted upon conversion	Post issue Shareholding Structure	
	No. of Shares held	% of shares		No. of Shares held	% of shares
PROMOTERS' HOLDING					
Indian Individual	-	-	-	-	-
Bodies Corporate	-	-	-	-	-
Foreign Promoters	-	-	-	-	-
Sub-total (A)	-	-	-	-	-
NON-PROMOTERS' HOLDING					
a Institutional Investors (Including Mutual Funds/ Banks/ Financial institutions/ Insurance, etc.)	3,28,24,88,300	44.83	1,24,98,80,388	4,53,23,68,688	52.87
b Central Government/ State Government(s)/ President of India	66,65,70,000	9.10	-	66,65,70,000	7.78
c Non-Institutional investors					
Private Corporate Bodies	19,09,17,111	2.61	-	19,09,17,111	2.23
Directors and relatives	6,92,35,078	0.95	-	6,92,35,078	0.81
Indian Public	2,86,38,17,087	39.11	-	2,86,38,17,087	33.41
Others [including Non-resident Indians]	24,93,60,005	3.41	-	24,93,60,005	2.91
Sub-total (B)	7,32,23,87,581	100.00	1,24,98,80,388	8,57,22,67,969	100.00
GRAND TOTAL (A+B)	7,32,23,87,581	100.00	1,24,98,80,388	8,57,22,67,969	100.00

**Notes:**

- The above pre-issue shareholding structure is as on the Ben-Pos dated April 11, 2025, being the latest practicable date prior to the approval of Board of Directors of the Bank and issuance of notice to the Members of the Bank.
- The post-issue shareholding structure is without taking into consideration of potential dilutions on account of allotment of equity shares due to any corporate action in the interim, including exercise of stock options granted under ESOP Scheme of the Bank, and consequently the post-issue shareholding percentage of the Proposed Allottees mentioned above may also stand altered.

**F. Time frame within which the Preferential Issue shall be completed:**

In terms of the SEBI ICDR Regulations, the proposed Preferential Issue to the Proposed Allottees pursuant to the Special Resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution as set out at Item No. 2.

Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by the Reserve Bank of India, Competition Commission of India, or any other regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

**G. The identity of the natural persons who are ultimate beneficial owners of the CCPS proposed to be allotted and/or who ultimately control the Proposed Allottees is as follows:**

Name of the Proposed Allottees	Details of Ultimate Beneficial Owners
Currant Sea Investments B.V.	<p>There is no natural person who, whether acting alone or together, or through one or more juridical person, has ownership of or entitlement to more than 10% of shares or capital or profits of Currant Sea Investments B.V., or exercised control through other means except as given below:</p> <p>The governance and decision making with respect to the shares held by the shareholders of Currant Sea Investments B.V. rest with their board of directors. Mr. Jeffrey David Perlman exercises control under his role of CEO of Warburg Pincus LLC.</p>
Platinum Invictus B 2025 RSC Limited	<p>Platinum Invictus B 2025 RSC Limited is an entity incorporated in Abu Dhabi Global Market, which is beneficially owned by Platinum Jasmine A 2018 Trust (acting through its trustee, Platinum Owl C 2018 RSC Limited). The ultimate beneficiary of Platinum Jasmine A 2018 Trust is Abu Dhabi Investment Authority, which has been established by the Government of the Emirate of Abu Dhabi as an independent investment institution.</p> <p>There are no natural persons who ultimately own and/or control Platinum Invictus B 2025 RSC Limited.</p> <p>The board of directors of Platinum Invictus B 2025 RSC Limited are (1) Sultan Ahmad Abdulla Alawi AlJunaibi; (2) Mubarak Awad Qanazel AlKhneiban AlAmeri; (3) Saif Suroor Omair Maaded AlMashghouni; (4) Mohamed Fahed Mohamed Abdulla AlMazrouei; (5) Ahmed Masaoood Ahmed AlMasaoood AlMehairbi; (6) Ahmed Salem Abdulla Melaih AlNeyadi and (7) Rawdha Abdulrahman Abdulla Sultan AlRumaithi, each of whom have the individual authority to bind the company.</p>

**H. The name of Proposed Allottees and percentage of post Preferential Issue capital that may be held by proposed allottees in the Bank consequent to the Preferential Issue:**

Name of the Proposed Allottee(s)	Pre issue Shareholding Structure		No. of equity shares to be allotted, upon conversion	Post issue Shareholding Structure	
	Number	% of shares		Number	% of Shares*
Currant Sea Investments B.V.	Nil	0.00	81,26,94,722	81,26,94,722	9.48
Platinum Invictus B 2025 RSC Limited	Nil	0.00	43,71,85,666	43,71,85,666	5.10

\* Assuming allotment and conversion of all CCPS issued to Currant Sea Investments B.V. and Platinum Invictus B 2025 RSC Limited pursuant to this Preferential Issue.

**I. The change in control, if any, in the Bank that would occur consequent to the preferential issue:**

As a result of the proposed Preferential Issue of CCPS and conversion of the said CCPS to equity shares, there will be no change in the control or management of the Bank.

However, the voting rights will change in accordance with the Shareholding Pattern. The voting rights of Proposed Allottees will be as per Section 12(2) of the Banking Regulation Act, 1949, and Gazette Notification DBR.PSBD. No.1084/16.13.100/2016-17 dated July 21, 2016.

**J. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the period from April 01, 2025 till the date of this notice of Postal Ballot, the Bank has not made any issuance of securities on preferential basis.



**K. Class or classes of persons to whom the allotment is proposed to be made and the current and post allotment status of the Proposed Allottees:**

The Preferential Issue, if approved, is proposed to be made to abovementioned Proposed Allottees specified in **section H**. The Proposed Allottees are not promoters of the Bank as on the date of this notice.

The Proposed Allottees will be classified as non-promoter/ public shareholders post the completion of the Preferential Issue.

**L. Basis on which the price (including premium) has been arrived:**

The issue price has been determined based on consideration of:

- i. The Valuation Report dated April 17, 2025 from an independent Registered Valuer, Mr. Harsh Chandrakant Ruparelia, on the floor price determined as ₹ 56.86/- per CCPS for the proposed Preferential Issue of the Bank. The Valuation Report was sought pursuant to Regulation 166A(1) of the SEBI ICDR Regulations; and
- ii. Pricing based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

The equity shares of the Bank are listed on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") and the equity shares are frequently traded in accordance with the SEBI ICDR Regulations.

Accordingly, in terms of Regulation 164(1) of SEBI ICDR Regulations, the price at which CCPS will be allotted shall not be less than higher of the following:

- (a) Volume weighted average price of the equity shares of the Bank quoted on the Stock Exchange, during the 90 trading days preceding the Relevant Date is ₹ 59.90/-; or
- (b) Volume weighted average price of the equity shares of the Bank quoted on the Stock Exchange, during the 10 trading days preceding the Relevant Date is ₹ 58.57/-.

The share price on the NSE has been considered for arriving at the floor price of the shares to be allotted under the Preferential Issue, as NSE is the Stock Exchange with higher trading volumes of the equity shares of the Bank for the 90 trading days prior to the Relevant Date.

In view of the above, the Issue Price of the CCPS to be issued to the Proposed Allottees is ₹ 60/- (Rupees Sixty only) per CCPS i.e., the higher of the price determined under the Valuation Report of the Registered Valuer and the price of the CCPS as calculated in accordance with the provisions of SEBI ICDR Regulations.

**M. Relevant Date and Issue Price/ Price Band:**

The Relevant Date for determining the floor price of CCPS for the purpose of the Preferential Issue in accordance with the SEBI ICDR Regulations, would be April 17, 2025, i.e., the date 30 days prior to the date on which the resolution is deemed to be passed i.e., May 17, 2025, the last date for e-Voting.

It is proposed to issue the CCPS at a price of ₹ 60/- (Rupees Sixty only) per CCPS (including premium of ₹ 50/- (Rupees Fifty only) per CCPS on a preferential basis, such price being not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The above Issue Price share has been determined based on consideration of:

- i) Pricing determined basis the Valuation Report dated April 17, 2025 from Mr. Harsh Chandrakant Ruparelia, an independent Registered Valuer under Regulation 166A(1) of the SEBI ICDR Regulations; and
- ii) Pricing based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

The Issue Price is the higher of the price determined under i) and ii).

**N. The expected dilution in equity share capital upon conversion of preference shares:**

On conversion of CCPS to equity shares, the issued, subscribed and paid up equity share capital of the Bank shall stand at ₹ 8,572,26,79,690/- comprising of 857,22,67,969 equity shares of ₹ 10/- each fully paid-up.

**O. Lock-in Period:**

The CCPS, and converted equity shares thereof, to be allotted by way of preferential allotment on a private placement basis to the Proposed Allottees, shall be subject to lock-in for such period(s), as may be applicable, in accordance with the provisions of Regulation 167 of the SEBI ICDR Regulations and any other applicable laws for the time being in force.

**P. Re-computation of Issue Price:**

Since the Bank's equity shares are frequently traded and have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, there is no need for the Bank to re-compute the price of CCPS to be issued

and therefore, the Bank is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

**Q. Principal terms of assets charged as securities:**

Not applicable.

**R. The terms of conversion**

Each CCPS allotted to the Proposed Allottees shall be convertible into 1 equity share of face value of ₹ 10/- (Rupees Ten only) each of the Bank and the conversion can be exercised at any time which shall not be later than the period specified in Regulation 162 of the SEBI ICDR Regulations.

**S. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer:**

Not applicable.

**T. Report of a Registered Valuer:**

The price of the CCPS has been determined taking into account the Valuation Report of the independent Registered Valuer (i.e., Valuation Report dated April 17, 2025 prepared by Mr. Harsh Chandrakant Ruparelia, Registered Valuer appointed by the Bank).

**The name and address of the Registered Valuer appointed by the Bank is as follows:**

Mr. Harsh Chandrakant Ruparelia - Registered Valuer

**Address:** B/702, Jyoti Tower, Kandivali Jyoti Park CHS Ltd, Opp. Anand Ashram, S.V. Road, Kandivali (West), Mumbai - 400 067 .

**U. Certificate from Practicing Company Secretary:**

A copy of the certificate from Ms. Manisha Maheshwari, [Membership No. F13272 and CP: 11031], Partner of M/s. Bhandari & Associates, Practicing Company Secretaries, certifying that the proposed Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, is made available on the website of the Bank at <https://www.idfcfirstbank.com/content/dam/idfcfirstbank/pdf/announcements/COMPLIANCE-CERTIFICATE.pdf> to facilitate online inspection by the Members of the Bank.

**V. Other Disclosures:**

- a. The Proposed Allottees have not sold or transferred equity shares of the Bank during the 90 trading days preceding the Relevant Date.
- b. Issue of the CCPS pursuant to the Preferential Issue and conversion of CCPS to equity shares, would be within the authorized share capital of the Bank.
- c. The Bank has obtained the Permanent Account Number of the Proposed Allottees.
- d. The Bank is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Bank are listed and the SEBI Listing Regulations, as amended. The Bank is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- e. Neither the Bank nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- f. Neither the Bank nor any of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations. The Bank does not have any Promoters.
- g. The requirement of obtaining Valuation Report from a Registered Valuer as prescribed under Regulation 163(3) of SEBI ICDR Regulations is not applicable for the present Preferential Allotment.
- h. The Bank does not have any outstanding dues towards SEBI, the Stock Exchanges, or the Depositories.
- i. The Bank will make an application to the Stock Exchanges seeking its in-principle approval for the issuance of CCPS to the Proposed Allottees.

- j. In accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, as amended, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

**W. Terms and conditions of the CCPS:**

- a. Each CCPS shall have a face value of ₹ 10/-. The issuance of the CCPS is being made pursuant to Annex 6 of the RBI master circular titled 'Master Circular – Basel III Capital Regulations' dated April 1, 2025 bearing reference no. RBI/2025-26/08DOR.CAP.REC.2/21.06.201/2025-26 ("**RBI Master Circular**") and the terms of Annex 15 of the RBI Master Circular shall be applicable in respect of the CCPS and shall be deemed to be incorporated herein by reference.
- b. Each of the Proposed Allottees shall be entitled to receive a payout at the pre-determined rate of 8% per annum on a cumulative basis.
- c. Each CCPS allotted to each of the Proposed Allottees shall be compulsorily convertible into 1 Equity Share of the Bank. Conversion will take place at the earlier of either: (a) the option of the relevant Proposed Allottee, or (b) automatically, within 15 (fifteen) business days from the date on which the 45 (forty five) trading days' average of the daily volume weighted average price of the equity shares of the Bank on National Stock Exchange of India Limited reaches at least the issue price; and in any event, no later than 5 business days prior to expiry of 18 (eighteen) months from the date of allotment.

Subject to the approval of all applicable regulatory authorities, the Bank shall convert the unexercised portion, if any, of the allotted CCPS into the equity shares of the Bank on the last day of the period specified in Regulation 162 of the SEBI ICDR Regulations even if the Proposed Allottees do not exercise the conversion option.

- d. The CCPS shall be entitled to voting rights under applicable Law.
- e. The CCPS shall carry a preferential right vis-a-vis equity shares with respect to payment of dividend and repayment in case of a winding up or repayment of capital.
- f. For any amendment / alteration of the terms of issuance of the CCPS, the prior written consent of the concerned Proposed Allottee(s) shall be obtained.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

It should be noted that none of the Directors, Key Managerial Personnel of the Bank or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends passing of the Special Resolution as set out in Item No. 2 of this Notice.

**Item No. 3:**

**AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE BANK AND APPROVAL OF SHAREHOLDERS OF THE BANK TO PROVIDE A RIGHT TO CURRANT SEA INVESTMENTS B.V. (OR ANY OF ITS ASSIGNEES) TO NOMINATE 1 NON-RETIRING NON-EXECUTIVE DIRECTOR.**

The Board of Directors of the Bank, at their Board meeting held on April 17, 2025 accorded their consent, subject to shareholders' approval, the approval of the RBI and any other approvals required under the provisions of applicable law(s), to amend the Articles of Association of the Bank to insert the right of Currant Sea Investments B.V. (or any of its assignees) to appoint 1 (one) non-retiring non-executive director on the Board of the Bank pursuant to the terms and conditions of the investment agreement dated April 17, 2025 entered into between the Bank and Currant Sea Investments B.V., details whereof are as follows:

- (a) *Currant Sea Investments B.V. or any of its assignees ("**Investor**") shall have the right to nominate 1 (one) non-retiring non-executive director (and to remove from office any director so appointed and to appoint another in the place of the director so removed) ("**Investor Director**") for appointment on the Board of the Bank, in accordance with the terms of Investment Agreement dated April 17, 2025 executed between the Bank and Currant Sea Investments B.V.*
- (b) *The Investor shall have the right to appoint any alternate director and to replace the Investor Director and appoint another Investor Director."*

In terms of the Banking Regulation Act, 1949 (“**BR Act**”), an alteration to the Articles of Association of a banking company with regard to provisions relating to appointment of directors, etc., any resolution passed by the shareholders shall not be effective, unless such amendments are approved by the RBI. Accordingly, the proposed alteration to the Articles of Association of the Bank will be subject to the approval of the RBI. Further, such right of Currant Sea Investments B.V. (or any of its assignees) to appoint 1 (one) non-retiring non-executive director on the Board of the Bank and to nominate its nominee director to such committees of the Board of the Bank as may be mutually agreed, is subject to the approval by the members of the Bank in a general meeting by way of a special resolution once in every five (5) years starting from the date of grant of the aforementioned right in accordance with and subject to the provisions of Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”).

In view of this, the resolution for approval of alteration of the Articles of Association is proposed for the consideration of the members of the Bank and seeking their approval thereto.

None of the Directors, Key Managerial Personnel of the Bank and/ or their relatives are, in any way, financially or otherwise, concerned or interested in the passing of this resolution.

The Board has considered the proposal and recommends passing of the Special Resolution contained in Item No. 3 of the Notice.