



IDFC BANK

IDFC BANK LIMITED**Corporate Identity Number:** U65110TN2014PLC097792**Email:** bank.info@idfcbank.com **Website:** www.idfcbank.com**Regd. Office:** KRM Tower, 8th Floor, No. 1 Harrington Road, Chetpet, Chennai – 600 031 **Tel:** +91 44 4564 4000 **Fax:** +91 44 4564 4022**Corp. Office:** Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 **Tel:** +91 22 4222 2000 **Fax:** +91 22 2654 0354**Form No. MGT-11****PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

2ND ANNUAL GENERAL MEETING ('AGM') - JULY 27, 2016

Name of the Member(s) :			
Registered address :			
Folio No. / DP ID No. Client ID No.:			E-mail Id:

I / We, being the holder(s) of _____ equity shares of IDFC Bank Limited, hereby appoint :

- Name : _____ E-mail Id : _____
Address: _____
Signature: _____ or failing him / her
- Name : _____ E-mail Id : _____
Address: _____
Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 2nd AGM of the Bank, to be held on Wednesday, July 27, 2016 at 10:00 a.m. at The Music Academy, T.T.K Auditorium (Main Hall), Near Acropolis Building, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014, Tamil Nadu, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	Vote (Optional#) (Please put a (✓) mark or please mention no. of shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
1.	To consider and adopt the audited financial statements of the Bank for the financial year ended March 31, 2016, together with the reports of the Board of Directors and Auditors thereon.			
2.	To declare dividend on equity shares of the Bank.			
3.	To appoint a director in place of Mr. Vinod Rai (DIN - 01119922), who retires by rotation and being eligible, offers himself for re-appointment.			
4.	To appoint Auditors of the Bank and to fix their remuneration.			
SPECIAL BUSINESS				
5.	Appointment of Mr. Rajan Anandan as an Independent Director.			
6.	Offer and Issue of Debt Securities on Private Placement basis.			
7.	Reduction in ESOP pool from 7% to 6% of the paid up share capital of the Bank and Ratification of IDFC Bank Limited Employee Stock Option Scheme 2015 ('IDFC BANK ESOS - 2015' or the 'Scheme').			
8.	Ratification of IDFC Bank Limited Employee Stock Option Scheme 2015 ('IDFC Bank ESOS - 2015' or the 'Scheme') and grant of Options to the Eligible Employees / Directors of the Subsidiary Company(ies) of the Bank under the Scheme.			
9.	Payment of Commission to Non-Executive Directors.			
10.	Approval of remuneration payable to Dr. Rajiv B. Lall, Founder Managing Director & CEO of the Bank.			

Signed this _____ day of _____ 2016

AFFIX Revenue Stamp of ₹ 1

Signature of Shareholder _____ Signature of Proxy holder(s) _____

- Note:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.**
 - It is optional to indicate your preference. If you leave the "For", "Against" or "Abstain" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.**