



IDFC FIRST BANK LIMITED

Postal Ballot – May 01, 2020

- **Remote E-voting Instructions; &**
- **Procedure of e-mail registration for non-registered Member of the Bank.**

Remote E-Voting:

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the '**Listing Regulations**') and Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules made thereunder and other applicable laws & regulations (*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*) and in terms of General Circular No. 14/2020 dated April 08, 2020 & General Circular No. 17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs, Government of India (the '**MCA Circulars**'), the Bank is providing facility for voting by electronic means ('**Remote E-voting**') to all its Members in order to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Bank has engaged the services of its Registrar and Share Transfer Agent ('**RTA**') viz., KFin Technologies Private Limited ('**KFIN**') for facilitating remote e-voting to enable the Members to cast their votes electronically instead of physical mode. In terms of the MCA Circulars, voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person/ proxies.

The process and manner for remote e-voting is as under:

(a) In case of Members' receiving an e-mail from KFIN

[for Members whose e-mail IDs are registered with the Bank/ Depository Participant(s)]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and Password provided in the e-mail). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with KFIN for E-voting, you can use your existing User ID and Password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) 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.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the 'EVEN'. Please select EVEN of IDFC FIRST Bank Limited.
- (vii) 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 in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding. 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.

- (viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folios/ demat accounts
- (ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify or change the votes cast.
- (xi) Corporate/ Institutional Members (*i.e. other than Individuals, HUF, NRI, etc.*) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: idfcbank.pb2020@kfintech.com with a copy marked to secretarial@idfcbank.com. The scanned image of the above mentioned documents should be in the naming format “IDFCFIRST_EVEN”. The documents should reach the Scrutinizer on or before Wednesday, June 03, 2020 by 05:00 p.m. (IST) at KFin Technologies Private Limited [Unit: IDFC FIRST Bank Limited], Selenium Tower B, Plot 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad 500 032, Telangana, India.

(b) In case of Members of the Bank who have not registered their e-mail address:

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Bank will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the [procedure given below](#):

1. In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the E-voting notice, may temporarily get their e-mail registered with the Bank’s RTA, KFin Technologies Private Limited, by following the registration process as mentioned below:

Electronic folios:

- (a) Visit the link <https://karisma.kfintech.com/emailreg>.
- (b) Select the company name i.e. IDFC FIRST Bank Limited.
- (c) Shareholder to enter DPID-CLID / Folio No. and PAN No.
- (d) Shareholder to enter the e-mail id and Mobile No.
- (e) System check the authenticity of the client id and PAN and send the different OTPs to Mobile and e-mail to Validate.
- (f) Shareholder to enter the OTPs received by SMS and e-mail to complete the validation process. (OTPs will be valid for 5 min. only).
- (g) System confirms the e-mail id for the limited purpose of serviced postal ballot notice.
- (h) System will send the notice & procedure for E-voting to the e-mail given by shareholder.

Physical folios:

- (a) Visit the link <https://karisma.kfintech.com/emailreg>.
- (b) Select company name i.e. IDFC FIRST Bank Limited.
- (c) Shareholder to enter physical Folio No. and PAN No.
- (d) If PAN No is not available in the records, shareholder to enter one of the Certificate No.
- (e) Shareholder to enter the e-mail id and Mobile No.
- (f) System check the authenticity of the Folio No. and PAN/Certificate No. and send the different OTPs to Mobile and e-mail to Validate.
- (g) Shareholder to enter the OTPs received by SMS and e-mail to complete the validation process. (OTPs will be valid for 5 min. only).
- (h) If PAN is not available in the records, system will prompt to upload the duly signed scan copy of the PAN.
- (i) System confirm the registration of e-mail id.
- (j) System will send the notice & procedure for E-voting to the "e-mail" given by shareholder.

Post successful registration of the e-mail, the shareholder would get soft copy of the notice and the procedure for Remote E-voting along with the User ID and the Password to enable E-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com.

2. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Bank's RTA, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, India by following due procedure.
3. Those Members of the Bank, who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants / the Bank's RTA, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their e-mail address.

In case of any query/ grievance pertaining to Remote E-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> or contact Ms. Krishna Priya, Manager at KFin Technologies Private 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, Contact No.: +91 40 6716 1500, +91 40 3321 1000 and Toll Free No.: 1800 345 4001.

The portal for Remote E-voting will remain open for the Members for exercising their voting from **Tuesday, May 05, 2020** at **09:00 a.m.** India Standard Time ('IST') and till **Wednesday, June 03, 2020** at **05:00 p.m. IST**, both days inclusive. The E-voting needs to be exercised by 05:00 p.m. (IST) on Wednesday, June 03, 2020. Please note that E-voting module will be disabled for voting by RTA, KFin Technologies Private Limited, after the said date and time. During this period, the Members of the Bank holding shares either in physical form or dematerialised form, as on **Friday April 24, 2020** ('cut-

off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

The resolutions, if assented by the requisite majority, shall be deemed to have been passed on the last date specified by the Bank for Remote E-voting i.e. **Wednesday, June 03, 2020**. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a General Meeting.

The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on **cut-off date i.e. Friday, April 24, 2020** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Bank's RTA i.e. KFin Technologies Private Limited.

Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Bank as on **cut-off date i.e. Friday, April 24, 2020**, which will only be considered for voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

The Bank has appointed **Mr. B Narasimhan (Membership No. F1303)**, Proprietor of M/s. BN & Associates, Practicing Company Secretaries, as **Scrutinizer** for scrutinizing the 'Remote E-voting' process conducting Postal Ballot process in a fair and transparent manner. In case of any failure/ inability to scrutinize the Remote E-voting by Mr. B Narasimhan, Mr. Venkataraman K (Membership No. A8897), Practicing Company Secretary shall be alternate Scrutinizer to him.

The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Bank or any person authorized by him, after completion of scrutiny of votes received through Remote E-voting. The results of the Postal Ballot will be announced on or before **Friday, June 05, 2020**. The results of the Postal Ballot will be posted on the Bank's website www.idfcfirstbank.com and on KFIN's E-voting website <https://evoting.karvy.com> and will also be communicated to the Stock Exchanges where the Bank's shares are listed. In the event that the national lockdown on account of COVID-19 situation is eased off and the Bank's offices are open for business, the Bank will also display the results of the Postal Ballot at its Registered Office and the Corporate Office.

All the documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Bank's website www.idfcfirstbank.com to facilitate online inspection of relevant documents until last date of Remote E-voting of this Postal Ballot i.e. Wednesday, June 03, 2020.

As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the 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 (in vernacular language, i.e. Tamil).