Notice

IDFC FIRST Bank

IDFC FIRST BANK LIMITED

CIN: L65110TN2014PLC097792
Registered Office: KRM Tower, 7th Floor, No. 1, Harrington Road, Chetpet, Chennai 600 031, Tamil Nadu, India.
Tel: + 91 44 4571 6477
Corporate Office: IDFC FIRST Bank Tower (The Square), C-61, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.
Tel: + 91 22 7132 5500
Website: www.idfcfirst.bank.in | **E-mail:** bank.info@idfcfirstbank.com

NOTICE is hereby given that the Twelfth (12th) Annual General Meeting ("**AGM**") of the Members of IDFC FIRST Bank Limited (**"IDFC FIRST Bank"** or the **"Bank"**) will be held on **Monday, August 31, 2026,** at **2:00 p.m.** Indian Standard Time through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to transact the following businesses:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Bank for the Financial Year ended March 31, 2026, together with the Report of the Board of Directors and the Auditors thereon.**

2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Bank for the Financial Year ended March 31, 2026, together with the Report of the Auditors thereon.**

3. **To re-appoint Mr. Pradeep Natarajan (DIN: 10499651) as a Director, who retires by rotation and being eligible, offers himself for re-appointment for the remaining tenure.**

4. **To declare dividend on equity shares of the Bank, for the financial year ended March 31, 2026. *(Refer note no. 20 for details)***

SPECIAL BUSINESS

5. **Enabling Approval for raising funds through issuance of Equity Securities of the Bank.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 23, 41, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with the relevant rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s), modification(s), variation(s) or reenactment(s) thereto, for the time being in force) ("**Companies Act**"), the relevant provisions of the Banking Regulation Act, 1949, and the rules, regulations, directions, guidelines and circulars issued by the Reserve Bank of India ("**RBI**") in this regard, from time to time, the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended from time to time ("**FEMA**"), the Foreign Exchange Management (Non - Debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Ministry of Commerce and Industry, Government of India ("**GOI**"), as amended from time to time, the Reserve Bank of India (Commercial Banks – Acquisition and Holding of Shares or Voting Rights) Directions, 2025, the rules, the regulations, guidelines, notifications and circulars, if any, prescribed by the GOI, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended and subject to all other applicable laws and such other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the GOI, the Ministry of Corporate Affairs ("**MCA**"), the RBI, the Securities and Exchange Board of India ("**SEBI**") and the Stock Exchanges where the Equity Shares of IDFC FIRST Bank Limited ("**Bank**") are listed ("**Equity Shares**") and the enabling provisions of the Memorandum of Association and Articles of Association of the Bank and subject to receipt of requisite approvals, consents, permissions and/or sanctions, if any, from any other appropriate governmental/ statutory/ regulatory authorities and subject to such other conditions and modifications as may be prescribed, stipulated or imposed upon by any of the said governmental/ statutory/ regulatory authorities, while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Bank ("**Board**"), which term shall be deemed to include any Committee(s) of Directors constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred herein ("**Committee**"), approval of the Members of the Bank be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm allotment and/or on competitive basis, of such part of issue and for such categories of persons as may be prescribed and permitted by the law), such number of Equity Shares, and/or securities linked to Equity Shares, and/or any other permitted instrument or securities representing Equity Shares and/ or convertible securities linked to Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, by way of private placement and/ or preferential allotment and/or qualified institutions placement or any combination thereof, through issue of placement document or other permissible/ requisite offer document to any eligible person, including Qualified Institutional Buyers ("**QIB**"), in accordance with Chapter VI of the SEBI ICDR Regulations, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors other than individuals, corporate bodies and family offices, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Bank or not (collectively called the "**Investors**") as may be decided by the Board, at its sole and absolute discretion and permitted under the applicable laws and regulations, in one or more tranches, for an aggregate amount not exceeding ₹ 7,500 crore (Rupees Seven Thousand Five Hundred Crore) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) ("**Offering**"), for a period of next one (1) year from the date of 12th Annual General Meeting ("**AGM**") of the Bank, by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or at prices as permitted under the applicable laws, in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its sole and absolute discretion, including the discretion, to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment of Equity Shares of the Bank, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/ or underwriter(s) and/or other advisor(s) as the Board may at its sole and absolute discretion deem fit and appropriate.

RESOLVED FURTHER THAT in case of issuance of Securities by way of a Qualified Institutions Placements ("**QIP**"), under Chapter VI of SEBI ICDR Regulations ("**Eligible Securities**"):

a. The Relevant Date for determination of the price of the Equity Shares shall be the date of the meeting at which the Board (which term shall be deemed to include any Committee thereof), decides to open the proposed QIP, in terms of the provisions of the Companies Act, the SEBI ICDR Regulations and other applicable laws, rules, regulations;

b. The price of the Eligible Securities shall not be less than the price as may be determined, in accordance with the pricing formula prescribed under Part IV of Chapter VI of the SEBI ICDR Regulations;

c. The Board may at its sole and absolute discretion, issue Eligible Securities at a discount of not more than five per cent (5 %) on the price so calculated or such other discount as may be permitted to the 'Floor Price' as may be determined, in accordance with the pricing formula prescribed under Part IV of Chapter VI of the SEBI ICDR Regulations;

d. The 'Issue Price' shall be subject to appropriate adjustments, if the Bank:

    i. makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of dividend on shares;

    ii. makes a rights issue of equity shares;

    iii. consolidates its outstanding equity shares into a smaller number of shares;

    iv. divides its outstanding equity shares including by way of stock split;

    v. re-classifies any of its equity shares into other securities; or

    vi. is involve in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

e. The allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Bank or such other time as may be allowed under the SEBI ICDR Regulations;

f. A minimum of 10% of the Securities to be issued and allotted pursuant to Chapter VI of ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs;

g. The Equity Shares shall only be allotted as fully paid-up Equity Shares;

h. the Equity Shares allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;

i. the Bank shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of the QIP.

RESOLVED FURTHER THAT the Preferential issuance and allotment of Securities (other than as issued and allotted to QIBs by way of QIP) shall be subject to the requirements prescribed under the Companies Act and Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental/ statutory/ regulatory authority including any conditions as may be prescribed in granting such approvals or permissions by such governmental/ statutory/ regulatory authority, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may at its sole and absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of equity shares as may be required to be issued and allotted, including other securities referred to above or as may be necessary in accordance with the terms of the offer **AND THAT** all such equity shares shall rank pari-passu inter-se and with the then existing equity shares of the Bank in all respects, including dividend and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Bank.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or the Committee duly authorised by the Board, in this regard, be and is hereby authorised for and on behalf of the Bank to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the relevant offering documents, determining the form and manner of the issue, the nature and number of Securities to be allotted, timing of Offering, determination of person(s) to whom the Securities will be offered and allotted, in accordance with applicable laws, the issue price, face value, discounts permitted under applicable laws (now or hereafter), premium amount on issue/ conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, as it may at its sole and absolute discretion deem fit, necessary, proper or appropriate, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities (including in relation to issue of such Securities in one or more tranches from time to time) and utilisation of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the Registrar of Companies, the lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or the Committee duly authorised by the Board, in this regard, may at its sole and absolute discretion deem fit and appropriate in the best interest of the Bank, without being required to seek any further consent or approval of the Members of the Bank or otherwise **AND THAT** all or any of the powers conferred herein on the Bank and the Board pursuant to this Special Resolution may be exercised by the Board or the Committee duly authorised by the Board, in this regard, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Special Resolution, and all actions taken by the Board or the Committee duly authorised by the Board, in this regard, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed, in all respects.

RESOLVED FURTHER THAT the Board or the Committee duly authorised by the Board, in this regard, be and is hereby authorised to engage/ appoint lead managers, underwriters, depositories, custodians, registrars, stabilising agents, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or the Committee duly authorised by the Board, in this regard, be and is hereby authorised for and on behalf of the Bank to negotiate, modify, sign, execute, register, deliver including sign any declarations or Notice required in connection with the private placement offer letter, information memorandum, the draft offer document, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the Regulatory Authorities, if any) (the "**Transaction Documents**") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "**Ancillary Documents**") as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds, matters and things, mentioned herein as they may deem necessary in connection with the issue of the Securities, in one or more tranches, from time to time and matters connected therewith.

RESOLVED FURTHER THAT in respect of the Offering, the Board or the Committee duly authorised by the Board, in this regard, be and is hereby severally authorised to do all such acts, deeds, matters and things as it may at its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s), for obtaining in-principle approval for listing of Securities, filing of requisite documents/ making declarations with the MCA, RBI, SEBI and any other Statutory / Regulatory Authority(ies), including filing of form FC-GPR, and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee thereof, *inter alia*, the power to determine the form, terms and timing of the issue(s)/ offering(s), issue price (including discount, if any), the quantum of Securities to be issued, including selection of Investors to whom Securities are proposed to be offered, issued and allotted and matters related thereto, as it may, at its sole and absolute discretion, deem fit and appropriate.

RESOLVED FURTHER THAT the Board or the Committee duly authorised by the Board, in this regard, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Bank and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s), with any other governmental/ statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Bank and to represent the Bank before any governmental/ statutory/ regulatory authorities, to give effect to this resolution."

6. Enabling Approval for Issuance of Debt Securities on a Private Placement Basis.

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

"RESOLVED THAT pursuant to provisions of Section 23, 42, 71, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other relevant provisions or rules notified thereunder ("**Companies Act**"), read with relevant circulars issued by the Ministry of Corporate Affairs from time to time, applicable provisions of Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Master Circular for issue and listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper issued by SEBI dated October 15, 2025 (as may be amended from time to time) and other applicable rules, regulations, circulars, guidelines and directions issued by the SEBI, the applicable provisions of the Banking Regulation Act, 1949, the Reserve Bank of India Act, 1934, Foreign Exchange Management Act, 1999, the rules, regulations, circulars, directions and guidelines issued by the Reserve Bank of India ("**RBI**") from time to time and all other relevant provisions of applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Bank and subject to receipt of such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as "**Board**" and which term shall be deemed to include any Committee or any other persons to whom powers are delegated by the Board as permitted under the Companies Act) for borrowing/ raising funds, from time to time, in Indian Rupees and/or permitted foreign currencies, by issuing or making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures/ Bonds/ Notes/ other Debt Securities to eligible investors including, but not limited to, Subordinated, Unsecured, Rated/Unrated, Listed, Redeemable fully paid-up Basel III Compliant Tier-II Bonds/ Non-Convertible Debentures, Medium Term Notes, Perpetual Debt Instruments (part of Additional Tier I Capital), Tier II Capital Bonds, Long Term Bonds (financing of infrastructure and affordable housing) and such other securities as may be permitted by the RBI and under applicable laws from time to time (hereinafter referred to as the "**debt securities**"), on private placement basis, up to an amount not exceeding ₹ 12,500 crore (Rupees Twelve Thousand Five Hundred Crore only) over and above the outstanding debt securities issued by the Bank, in one or more tranches, series and/or in the form of separately transferable redeemable principal parts (if required), in such classes and with such rights or terms as may be considered necessary, under one or more information memorandum, offering circular, disclosure document, or general/key information document and/ or under one or more letter of offers as may be issued by the Bank, in domestic and/ or overseas market, either out of Bank's domestic location or out of the Banks' International Financial Services Centre ("**IFSC**") Banking Unit ("**IBU**") situated in GIFT City , as per the agreed structure and within the limits permitted by RBI and other regulatory authorities, to eligible investors, during a period of one (1) year from the conclusion of the Twelfth (12th) Annual General Meeting of the Bank, which limit is within the overall borrowing limit of ₹ 1,50,000 crore (Rupees One Lakh Fifty Thousand Crore only), as approved by the Members of the Bank at the first (1st) Annual General Meeting held on September 29, 2015 under Section 180(1)(c) of the Companies Act and on such terms and conditions as may be approved by the Board, from time to time.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "**Board**", which term shall include any Committee thereof) 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, including but not limited to seeking approvals from RBI, Government of India or any other authority, filing necessary applications, returns and documents, 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."

7. Amendment to the Articles of Association of the Bank

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and other applicable rules made thereunder (the "**Companies Act**"), the applicable provisions of the Banking Regulation Act, 1949 (the "**BR Act**") read with the rules, circulars and guidelines issued by the Reserve Bank of India ("**RBI**") 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), and in accordance with 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, consents, permissions and sanctions as may be required from any statutory or regulatory authority, the consent of the Members of the Bank be and is hereby accorded to amend the Articles of Association of the Bank by modifying the existing Article 101A and inserting a new Article 101B immediately after Article 101A ('**Appointment of Nominee Director**'), which inter-alia is an enabling provision that facilitates the nomination of a non-executive, non-independent director by eligible investor(s) (the "**Investor Director(s)**"), in accordance with the terms of the applicable investment agreement(s) entered/ to be entered with the Bank.

Appointment of Nominee Director

<u>Amendment of existing Article: Article 101A</u>

"Notwithstanding anything contained in these Articles and subject to the applicable law, the Board shall have power to appoint a Director, nominated by Debenture Trustee(s) ~~or investor(s), as applicable~~, on occurrence of any event specified under the applicable laws/ Rules, Regulations, Circulars, as amended from time to time, or by virtue of any Agreement, Deed, Indenture, etc."

Proposed Deletion - 'or investor(s), as applicable,'

<u>Insertion of new Article: Article 101B</u>

(a) "Notwithstanding anything contained in these Articles and subject to applicable laws/ Rules, Regulations, Circulars, as amended from time to time, the Board shall have the power to appoint non-executive, non-independent director(s), liable to retire by rotation, on the Board of the Bank ("Investor Director"), nominated by an Investor(s) by virtue of agreement(s) with the Bank, subject to the approval of the shareholders.

(b) The right of the Investor to nominate Investor Director(s) under Clause (a) shall fall away upon the Investor ceasing to hold at least 5% (five percent) of the Bank's total paid up share capital."

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, any special right granted to the shareholders of a listed entity shall be subject to the approval by the shareholders in a general meeting by way of a special resolution once in every five years starting from the date of grant of such special right.

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

Satish Gaikwad
General Counsel & Company Secretary
FCS 6494

Date: July 25, 2026
Place: Mumbai

Registered Office:
KRM Tower, 7th Floor, No. 1 Harrington Road, Chetpet,
Chennai 600 031, Tamil Nadu, India

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**") has, vide its General Circular No. 03/2025 dated September 22, 2025 and other applicable and related circulars has, permitted convening the Annual General Meeting ("**AGM**"/"**Meeting**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**Companies Act**") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the AGM of the Bank is being held through VC / OAVM.

2. In compliance with the provisions of the Companies Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the Twelfth (12th) AGM of the Bank is being held through VC/ OAVM. Hence, the Members can attend and participate in the ensuing AGM through VC/ OAVM only. The proceedings of the AGM of the Bank will be deemed to be conducted at the registered office of the Bank which shall be the deemed venue of the AGM.

3. In compliance with the MCA Circulars and Regulation 36(1)(a) of the SEBI Listing Regulations, Notice of the Twelfth (12th) AGM along with the Annual Report for the FY 2025-26 is being sent only through electronic mode to those members of the Bank whose e-mail address is registered with the Bank / Registrar and Transfer Agent ("**RTA**") i.e., KFin Technologies Limited ("**KFintech**") or with Depository Participants ("**DPs**"). Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the FY 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Bank / RTA / DPs.

   The Members of the Bank will be entitled to get a physical copy of the Annual Report for the FY 2025-26, free of cost, upon sending a request to the Bank on secretarial@idfcfirstbank.com. The Members may note that the Notice of Twelfth (12th) AGM and the Annual Report of the Bank is also available on the Bank's website at www.idfcfirst.bank.in and on the websites of Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Bank has appointed National Securities Depository Limited ("**NSDL**") for facilitating electronic voting system to enable the Members of the Bank to cast their votes electronically ("**e-voting**"). The Notice of Twelfth (12th) AGM and the Annual Report of the Bank is also available on website of NSDL at www.evoting.nsdl.com.

4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The Bank has enabled the Members to participate at its Twelfth (12th) AGM through the VC/ OAVM facility provided by NSDL. The instructions for participation by Members are given in the subsequent paragraphs.

6. **PROXIES**:

   Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

7. The Institutional/ Corporate Members intending their authorised representatives to attend the AGM of the Bank through VC/ OAVM on its behalf and to vote are requested to send scanned certified true copy (PDF/ JPEG Format) of the Board Resolution along with any other document as may be required in relation to this, to the Scrutinizer by e-mail from its registered e-mail address to bhandariandassociates@gmail.com with a copy marked to evoting@nsdl.com or secretarial@idfcfirstbank.com.

   The Institutional/ Corporate Members can also upload the aforesaid documents by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.

8. 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.

9. The Members attending the AGM of the Bank through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

10. The statement pursuant to Section 102(1) of the Companies Act, read with the relevant rules made thereunder, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and the SEBI Listing Regulations, in respect of item nos. 5 to 7 of this notice, is annexed herewith.

11. All the documents referred to in this Notice along with relevant statement setting out the material facts and reasons and the Statutory Registers along with the necessary certificates, as may be applicable, will be made available by the Bank for inspection, on the request of the Members of the Bank. The Members who wish to inspect the documents or Registers are requested to send an e-mail from their e-mail id registered with the RTA/ Bank on secretarial@idfcfirstbank.com mentioning their name, Folio no./ Client ID and DP ID, and the documents or registers they wish to inspect.

12. The Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Bank on secretarial@idfcfirstbank.com from their e-mail ID registered with the RTA/ Bank mentioning their name, Folio no./ Client ID and DP ID. The same will be replied by the Bank suitably.

13. The details of directors seeking appointment/ re-appointment, pertaining to the item No. 3 of this Notice, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 is also forming part of this Notice as **EXHIBIT A**.

SHAREHOLDERS RELATED MATTERS:

14. The Members who have either not received or have not encashed their dividend warrant(s) pertaining to previous years are requested to write to RTA, mentioning the relevant Folio Number(s)/ DP ID and Client ID. The Members are requested to note that dividends which are not claimed/ not paid within seven (7) years from the date of transfer to the Bank's Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act and the rules made thereunder, be transferred to the Investor Education and Protection Fund ("**IEPF**"). Pursuant to the provisions of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Bank would upload the details of unpaid and unclaimed amounts lying with the Bank on the Bank's website www.idfcfirst.bank.in and also on the website of the MCA, from time to time.

    Pursuant to the provisions of Section 124(6) of the Companies Act, read with IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, ("**IEPF Rules**") the equity shares of the Bank, in respect of which the dividend(s) remained unpaid or unclaimed for a period of seven (7) consecutive years, are liable to be transferred to the IEPF Authority. As per the IEPF Rules, as amended, the Shareholder may lodge the claim to the IEPF Authority for such dividends and shares by submitting an online application in e-Form IEPF-5 available on the website www.mca.gov.in/content/mca/global/en/mca/iepf-related-services.html.in accordance with applicable provisions. In case you have any queries or issues regarding unclaimed dividends or shares, you may please contact KFintech on 1800 309 4001 or send an e-mail on einward.ris@kfintech.com. For details, kindly refer Corporate Governance Report forming part of Annual Report.

    To prevent fraudulent transactions, the Members are advised to exercise due diligence and notify KFintech/ Bank of any change in address or demise of any Member, as soon as possible. The Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ("**DP**") and holdings should be verified from time to time.

15. Members holding shares in demat mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DP, and members holding shares in physical mode are requested to update their e-mail addresses with KFintech at einward.ris@kfintech.com. Members may follow the process detailed below for registration of e-mail ID, update of bank account details etc.

PROCESS TO BE FOLLOWED	
Physical Shareholder	
For availing the following investor services, send a written request in the prescribed forms (to be e-signed) to KFintech by sending an e-mail to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500 032, Telangana.	
Form to register/ change/ update PAN, bank details, signature, mobile number, e-mail ID and address.	Form ISR-1
Form for confirmation of signature of securities holder by the Banker.	Form ISR-2
Form for nomination pursuant to Section 72 of the Companies Act.	Form SH-13
Form for declaration to opt-out of nomination.	Form ISR-3
Form for cancellation or variation of nomination.	Form SH-14
Form for requesting issue of duplicate certificate and other service requests for shares/ debentures/ bonds, etc., held in physical form.	Form ISR-4

The forms for updating the above details are available at https://www.idfcfirst.bank.in/investors under the head "Common and Simplified Norms for processing investor's service request".
Demat Shareholder
Please contact your DP to register/ update your email address, bank account details, address etc. in your demat account, as per the process advised by your DP.

16. In terms of the provision of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form.

Further, SEBI vide Circular Ref. No. HO/38/13(3)2026-MIRSDPOD/1/3763/2026 dated January 30, 2026 has simplified investor service requests by eliminating the requirement of issuing a Letter of Confirmation (LOC) and enabling direct credit of securities to investors' demat accounts. The revised framework covers services such as issuance of duplicate certificates, transmission, transposition, corporate actions and unclaimed suspense accounts, with an objective to reduce processing time and enhance investor convenience. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 2, 2026.

Accordingly, the Members are required to make a request for such services or to claim securities from 'suspense escrow demat account' by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Bank's website at https://www.idfcfirst.bank.in/content/dam/idfcfirstbank/pdf/investors/Form-ISR-4.pdf

SEBI vide its master circular dated 6 February, 2026 has mandated that holders of physical securities, whose folio(s) are not updated with any of the KYC details viz., PAN, contact details (postal address with PIN code and mobile number), bank account details and specimen signature, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode. Accordingly, dividend payable to members holding shares in physical mode, whose KYC details are not updated shall be withheld by the Bank. Members are therefore advised to update their KYC details on priority, if not done already.

17. Pursuant to SEBI Circular No: HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, SEBI opened a special window from February 05, 2026 to February 04, 2027 to facilitate for transfer cum-dematerialization of physical securities that were purchased or sold prior to April 01, 2019, including cases that were previously rejected or remained pending due to deficiencies. Shares dematerialized through this facility shall be subject to a lock-in period of one year. This initiative aims to facilitate ease of investment & safeguard of investor interest. The members who are eligible for this are requested to take advantage of this special window and have the shares transferred in their name(s).

18. The procedure and instructions for e-voting and joining the AGM of the Bank through VC/ OAVM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS:

[a] In terms of Section 108 and other applicable provisions, if any, of the Companies Act, read with the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, as amended, Regulation 44 of the SEBI Listing Regulations and MCA Circulars read with SEBI Circulars, the Bank is pleased to provide the facility of remote e-voting and e-voting during the AGM to its Members holding shares in physical or dematerialized form, as on **Monday, August 24, 2026 ("cut-off date")**, to exercise their right to vote through electronic means on any or all of the businesses specified in this Notice. The Bank has engaged the services and made necessary arrangements with NSDL for facilitating voting through electronic means, as an authorized e-voting agency.

[b] The remote e-voting period commences on **Wednesday, August 26, 2026** at 9:00 a.m. Indian Standard Time ("**IST**") and ends on **Sunday, August 30, 2026** at 5:00 p.m. IST. The e-voting module shall be disabled by NSDL for voting thereafter.

[c] A person who is not a Member of the Bank as on the cut-off date should treat this Notice for information purposes only.

Those Members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

[d] The Members who have cast their vote by remote e-voting prior to the AGM, may attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

[e] The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on the cut-off date, subject to Section 12 and other applicable provisions, if any, of the Banking Regulation Act, 1949 and Reserve Bank of India (Commercial Banks – Acquisition and Holding of Shares or Voting Rights) Directions, 2025.

[f] Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the RTA of Bank as on the cut-off date, shall be entitled to avail the facility of remote e-voting

or casting vote through e-voting system during the AGM.

[g] As the e-voting does not require a person to attend the meeting physically, the Members are strongly advised to use the e-voting procedure by themselves and not through any other person.

[h] The Board of Directors has appointed Ms. Manisha Maheshwari, Practicing Company Secretary [Membership No. FCS: 13272 and CP: 11031], Partner of M/s. Bhandari & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and the e-voting process during the AGM, in a fair and transparent manner and in accordance with the provisions of the Companies Act and the rules made thereunder. In case of any failure/ inability to scrutinize e-voting by Ms. Manisha Maheshwari for any reason, Mr. Saurabh Somani, Practicing Company Secretary [Membership No. ACS: 69826 and CP: 26495], Partner of M/s. Bhandari & Associates, Company Secretaries, shall be alternate Scrutinizer to her.

The details of the process and the way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-voting system.

[A] Login method for e-voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.

In terms of the SEBI circular dated December 09, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-voting process has been enabled for all individual Shareholders holding securities in demat mode to vote through their demat account maintained with depositories/ websites of depositories/ depository participants. The Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Bank and becomes a Member after this Notice is sent and holds shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for Remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you could reset your password by using the "Forgot User Details/ Password" or "Physical User Reset Password" options available on www.evoting.nsdl.com or call on 022-4886 7000. Further, any Individual Shareholder holding securities in demat mode who acquires shares of the Bank and becomes a Member after the sending of this Notice and holds shares as on the cut-off date, may follow steps mentioned hereinafter.

Login method for Individual Shareholders holding securities in demat mode is given below:

LOGIN METHOD	
NSDL: Individual Shareholders holding securities in demat mode with NSDL	
1.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2.	Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3.	If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
4.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store   Google Play

CDSL: Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at above-mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

[B] Login method for e-voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com. either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at https://eservices.nsdl.com with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a] For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

b] For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c] For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Bank. For example, if folio number is 001*** and EVEN Number is 140738 then user ID is 140738001***

5. Password details for Shareholders other than Individual Shareholders are given below:

    a] If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

    b] If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

    c] How to retrieve your 'initial password'?

        (i) If your e-mail ID is registered in your demat account or with the Bank, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

        (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those Shareholders whose e-mail ids are not registered.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

    a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

    b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

    c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

    d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on the 'Login' button.

9. After you click on the 'Login' button, the Home page of e-voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN THE GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select EVEN '**140738**' of the Bank during the Remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/ OAVM' link placed under 'Join Meeting'.

3. Now you are ready for e-voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhandariandassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions ("**FAQs**") for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 or send a request at evoting@nsdl.com.

4. In case of any grievances connected with the facility of e-voting, please contact Ms. Pallavi Mhatre, Deputy Vice President, NSDL, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 or write on evoting@nsdl.com.

Process for those shareholders whose email-ids are not registered with the depositories for procuring user ID and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to einward.ris@kfintech.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to einward.ris@kfintech.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, Shareholder/ Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

B. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE BANK'S AGM ARE AS UNDER:

[a] The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

[b] Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

[c] Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

[d] The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE BANK'S AGM THROUGH VC/ OAVM ARE AS UNDER:

[a] The Member will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-voting system. The Members may access by following the steps mentioned above for 'Access to NSDL e-voting system'. After successful login, you can see link of "VC/ OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN '**140738**' of the Bank will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the Remote e-voting instructions mentioned in the Notice to avoid last minute rush.

[b] The link for joining the AGM through VC/ OAVM will be activated 30 minutes before the time scheduled for commencement of the AGM and will be closed 30 minutes after conclusion of the AGM. The Members may join the AGM by following the procedure mentioned in this Notice. The participation at the AGM through VC/ OAVM shall be allowed on a first-come-first-served basis.

[c] The Members are encouraged to join the Meeting through Laptops for a better experience. Further, the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

[d] The Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or 022-4886 7000 or contact Ms. Pallavi Mhatre, Deputy Vice President, NSDL, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051.

[e] The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered e-mail ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at agmspeaker@idfcfirstbank.com in advance i.e., at least seven (7) days prior to date of AGM. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Bank reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.

19. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during

the AGM, thereafter, unblock the votes cast through Remote e-voting and submit a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson of the Bank or a person authorised by him, who will announce the results of the e-voting latest by September 02, 2026 in accordance with the applicable provisions of law.

The result declared along with the Scrutinizer's Report will be available on the Bank's website www.idfcfirst.bank.in, on the e-voting agency's website i.e., NSDL at https://www.evoting.nsdl.com and communication of the same will be sent to the BSE Limited and the National Stock Exchange of India Limited. The Bank will also display the results of the AGM at its registered office and the corporate office.

20. Dividend Related Information

The Board of Directors of the Bank at their meeting held on April 25, 2026, has recommended a dividend of ₹ 0.25/- per equity share of face value of ₹ 10/- each for the FY 2025-26, subject to approval of members at the ensuing AGM. The record date to determine eligibility of members for payment of dividend, if approved at the AGM, is **Friday, August 7, 2026**. Dividend will be paid within thirty days from the date of the AGM, electronically through various online transfer modes to those members who have updated their bank account details

Pursuant to the provisions of Section 393(1) [Sr.No.7] read with section 393 (4) (Table: SI. No. 10) of the Income Tax Act, 2025, ("**the IT Act**") dividend paid or distributed by the Bank shall be taxable in the hands of the shareholders. Accordingly, the Bank is required to deduct tax at source ("**TDS**") at the time of payment of dividend in accordance with the applicable provisions of the IT Act. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Bank.

In order to enable the Bank to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, in accordance with the provisions of the IT Act:

A. For Resident Shareholders

1. Where the shareholder holds a valid Permanent Account Number ("**PAN**"):
    a. TDS under section 393(1) of the IT Act @ 10% on the amount of dividend.
    b. No tax shall be deducted in the case of a resident individual shareholder, if:
        (i) the total amount of dividend during the Tax Year ("**TY**") 2026-27 does not exceed ₹ 10,000/- or
        (ii) the individual shareholder submits a duly signed Form 121 - Part A (applicable to individual shareholders below and above the age of 60 years) provided that all the prescribed eligibility conditions are met. Please note that all fields are mandatory to be filled up and Bank may at its sole discretion reject the form, if the prescribed requirements under the IT Act are not fulfilled.
2. In case, shareholders do not have PAN/ have invalid PAN/ PAN is not linked with Aadhar (inoperative PAN)/not registered their valid PAN details in their account, TDS at a higher rate of 20% shall be applicable as per section 397(2) of the IT Act, irrespective of threshold of ₹ 10,000/.

    Members are required to link Aadhaar number with PAN as required under Section 262[6(a) & (b)] of the IT Act, read with rule 162 of the Income Tax Rules, 2026. If any PAN is found to have not been linked with Aadhaar within the stipulated timelines, then such PAN shall be deemed inoperative, and TDS will be deducted at a higher rate under Section 397(2) of the IT Act. The Bank reserves its right to recover any demand raised subsequently on the Bank by the Income-tax Department for not informing or providing wrong information to the Bank on the applicability of Section 397(2) of the IT Act.

    Shareholders may visit https://www.incometax.gov.in/iec/foportal/help/e-filing-link-aadhaar-faq for FAQs issued by Government on PAN Aadhaar linking.
3. No tax shall be deducted on the dividend payable to the following resident non-individuals where they provide details and documents to the Bank's Registrar and Share Transfer Agents ("**RTA**") viz., KFin Technologies Limited:

    Insurance companies: Declaration that it qualifies as 'Insurer' as per Section 2(7A) of the Insurance Act, 1938 and that its income is exempt under Schedule VII of the IT Act and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/LIC/GIC;

    Mutual Funds: Declaration by Mutual Fund shareholder as specified at Schedule VII [Table: Sl. Nos. 20 or 21] of Section 11 the IT Act along with self-attested copy of PAN card along with certificate of registration with the Securities and Exchange Board of India ("**SEBI**") (self-attested);

    Alternative Investment Fund ("AIF") established in India: A declaration that its income is exempt under Schedule V [Table Sl. No. 1] to section 11 of the IT Act and they are established as Category I or Category II AIF under the SEBI Regulations. Copy of registration documents should be provided (self-attested) along with self-attested copy of PAN card;

    New Pension System (NPS) Trust: Self-declaration that it qualifies as NPS trust and income is eligible for exemption under Schedule VII [Table: Sl. No. 40] to section 11 of the IT Act and being regulated by the provisions of the Indian

Trusts Act, 1882 along with self-attested copy of the PAN card.

Other Non-Individual shareholders: Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

In case shareholders provide certificate under section 395(1) of the IT Act for lower/NIL withholding of taxes, rate specified in the said certificate shall be considered on submission of self-attested copy of certificate to the Bank.

B. For Non-Resident Shareholders

1. Taxes are required to be withheld in accordance with the provisions of Section 393(2)] read with section 207(1) of the IT Act. TDS will be applicable at 20% (plus applicable surcharge and cess) on the amount of dividend payable.

2. As per Section 159 of the IT Act, a non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("**DTAA**") between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder. For this purpose, i.e., to avail the tax treaty benefits, the non-resident shareholder will have to provide the following:

    i. Self-attested copy of PAN card, allotted by the Indian Income Tax Authorities. In case, PAN is not available, the non-resident shareholder shall furnish (a) Name, (b) email ID (c) Contact number, (d) address in Tax residency country, (e) Tax Identification Number of Tax residency country;

    ii. Self-attested copy of Tax Residency Certificate ("TRC") (for TY 2026-27 or calendar year 2026) obtained from the tax authorities of the country of which the shareholder is resident;

    iii. Self-declaration in Form 41, filed acknowledgement copy online on Income Tax Portal;

    iv. Self-declaration by the non-resident shareholder as to:

        - Eligibility to claim tax treaty benefits based on the tax residential status of the shareholder, including having regard to the Principal Purpose Test (if any), introduced in the applicable tax treaty with India;
        - No Permanent Establishment / fixed base in India in accordance with the applicable tax treaty;
        - Shareholder being the beneficial owner of the dividend income.

    v. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).

Shareholders willing to obtain certificate under Section 395 of the IT Act

Shareholders (resident/ non-resident) who wish to obtain certificate for lower/ NIL TDS deduction under section 395 of the IT Act on dividend receipt are requested to apply for the same by stating the Bank's TAN No. as MUMI19551A

Shareholders having multiple accounts under different status / category

Shareholders holding shares in multiple accounts under different status / category under a single PAN, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Apart from the above, since the TDS/ Withholding rates are different for Resident and Non-Resident Shareholders, you are requested to update your Residential Status with the RTA or your Depository Participant(s) ("**DPs**") for the FY 2026-27, which will be considered for determining tax rates as per the provisions of the Act. No subsequent requests for any change in the Residential Status as available on the Cut-off Date, will be entertained by the Bank.

Please note that in terms of Rule 203 of the Income Tax Rules, 2026, if the dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file a declaration with the Bank and its RTA in the manner prescribed in the Rules. Such declaration should contain the name, address, PAN, of the person to whom such credit is to be granted and the reasons for granting credit to such person. No request in this regard would be accepted by Bank/RTA after the said date.

Kindly note that in order to enable the Bank to determine and deduct appropriate TDS/withholding tax, the scanned copy of the duly filled and signed documents as mentioned above are required to be uploaded online on https://ris.kfintech.com/form15/ or emailed to RTA of the Bank, at einward.ris@kfintech.com on or before August 13, 2026. No communication on the tax determination/ deduction shall be entertained thereafter.

The Bank shall arrange to e-mail the soft copy of the TDS certificate at the registered e-mail address of members post payment and filing of TDS return with respect to dividend.

Updation of PAN, e-mail address, Bank account and other details:

Shareholders holding shares in dematerialized mode, are requested to update their records such as tax residential status, PAN, registered e-mail addresses, mobile numbers and other details with their relevant depositories through their DPs. Shareholders holding shares in physical mode are requested to update their KYC and furnish details to the Bank's RTA to avail uninterrupted service requests as well as dividend credit in bank account, as no dividend will be paid by way of issuance of physical warrants as per SEBI guidelines. The Bank is obligated to deduct TDS based on the records available with RTA and no request will be entertained for revision of TDS return.

Pursuant to Regulation 12 of the SEBI Listing Regulation and vide SEBI Notification dated November 18, 2025, and the Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026, dividends are required to be paid to shareholders only through electronic modes permitted by the Reserve Bank of India. Accordingly, dividends will be withheld by the Bank where bank details are inadequate or not registered for electronic remittance. The shareholders holding shares in physical form are requested to register their PAN and KYC details with the RTA for release of outstanding dividend(s), while the shareholders holding shares in demat form are requested to update their bank details with their DPs.

The prescribed forms for updating KYC details are available on website of the Bank at www.idfcfirst.bank.in/investors.

The Government has made it mandatory for all taxpayers having a PAN to link it with their Aadhaar. Shareholders are requested to ensure to link PAN with their Aadhar No. For any query pertaining to above TDS, please mail to einward.ris@kfintech.com.

For withholding of taxes, the residential status of the shareholders will be considered as per the data available with the Bank/RTA/the Depository Participants ("DPs"). In case there is change in their status, then the shareholders are requested to update their current status with the Company/RTA/the DPs on or before August 13, 2026.

You may kindly note that in case the tax on the dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

Kindly note that no claim shall lie against the Bank for tax deducted at source/withheld at source.

For Information on tax deducted the shareholders can check Form 168 from their e-filing account https://www.incometax.gov.in/iec/foportal/. Please note, the credit in Form 168/ AIS/ TIS would be reflected after the TDS Return is filed by the Bank, and the same is processed by the Income Tax Department.

21. Since the Twelfth (12th) AGM of the Bank is being held through VC/ OAVM, the route map is not annexed to this Notice.

By order of the Board of Directors of
IDFC FIRST Bank Limited

Satish Gaikwad
General Counsel & Company Secretary
FCS 6494

Date: July 25, 2026
Place: Mumbai

Registered Office:
KRM Tower, 7th Floor, No. 1 Harrington Road, Chetpet, Chennai 600 031, Tamil Nadu, India

ANNEXURE TO NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts and reasons relating to item no. 5 to 7 of this notice

ITEM NO. 5

Enabling Approval for raising funds through issuance of Equity Securities of the Bank:

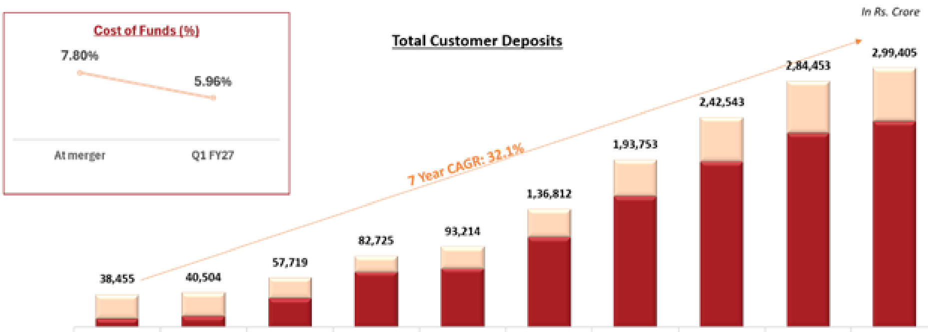
Introduction: IDFC FIRST Bank is a new-age private sector bank with a vision to build a world-class institution in India, guided by the principles of Ethical, Digital and Social Good Banking. The Bank has a pan-India presence across more than 60,000 locations, including cities, towns and villages. Since December 2018, the Bank has successfully transformed from its legacy as an infrastructure Development Financial Institution ("DFI") into a modern universal bank with a diversified business model.

1. Since the merger in 2018, the Bank built a high-quality franchise. The Bank has built a reputation as an ethical institution with high standards of transparency, governance and regulatory compliance. We have created customer-first products that customers actively seek out, backed by a strong focus on service, simple customer journeys and continuous improvement. We are committed to doing what is right for customers, avoiding practices that may disadvantage them, and embedding ethical conduct and customer-centricity into the Bank's culture and way of working.

2. **Tech First:** Our growth is powered by a modern technology stack and advanced analytics capabilities. We run over 150 machine learning models across underwriting, credit monitoring, fraud and mule detection. Built on cloud, microservices and API-led architecture, we operate digital workflows deeply integrated with India's digital public infrastructure.

3. **Universal Banking Capabilities:** IDFC FIRST Bank has built a full-service universal banking franchise serving Retail, MSME, Rural, Agriculture, Startup and Corporate customers across lending, deposits, transaction banking, wealth management and treasury.

4. **Total Customer Deposits (Retail + Wholesale):** Total customer deposits grew at a CAGR of 32.1%, from ₹ 38,455 crore in December 2018 to ₹ 2,99,405 crore in June 2026, significantly ahead of system deposit growth of 11-12%. Within this, retail deposits grew from ₹ 10,400 crore to ₹ 2,38,090 crore. Notably, the Bank achieved this growth while reducing its cost of funds by 184 bps, from 7.8% at merger to 5.96%. We believe this momentum can sustain in the years ahead.

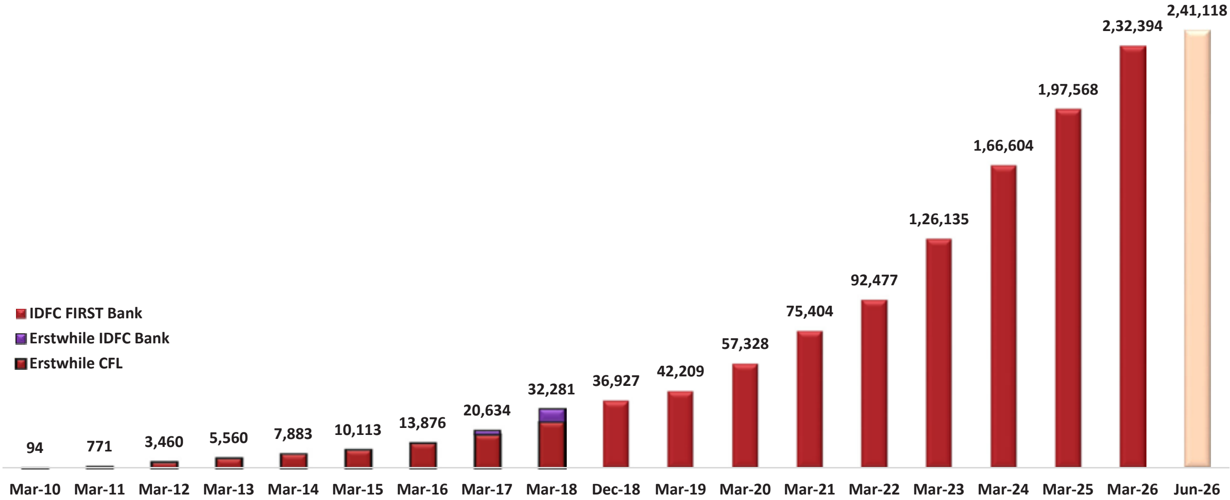


	Dec-18	Mar-19	Mar-20	Mar-21	Mar-22	Mar-23	Mar-24	Mar-25	Mar-26	Jun-26
Wholesale	28,055	27,289	23,795	18,831	25,180	32,942	42,410	51,275	60,554	61,316
Retail	10,400	13,214	33,924	63,894	68,035	1,03,870	1,51,343	1,91,268	2,23,899	2,38,090

CASA ratio reached 50.8%, while CASA deposits increased from ₹ 5,274 crore in December 2018 to ₹ 1,58,492 crore in June 2026.

5. **Loan Book Growth:** The Bank's loan book stood at ₹ 3,05,370 crore as of June 30, 2026, up 20.6% year-on-year. Retail, Agri and MSME (RAM) businesses contribute 79% of the overall loan book across more than 25 product segments serving urban and rural consumers, entrepreneurs and MSMEs. The Bank has built strong capabilities in these businesses over 15 years, including the combined experience of Capital First in these businesses from 2010 to December 2018 and IDFC FIRST Bank from December 2018 to June 2026. The businesses, portfolios, processes and underwriting capabilities of Capital First were fully integrated into the merged entity and continue as part of IDFC FIRST Bank. The Bank believes they offer significant opportunities for continued growth over the next decade.

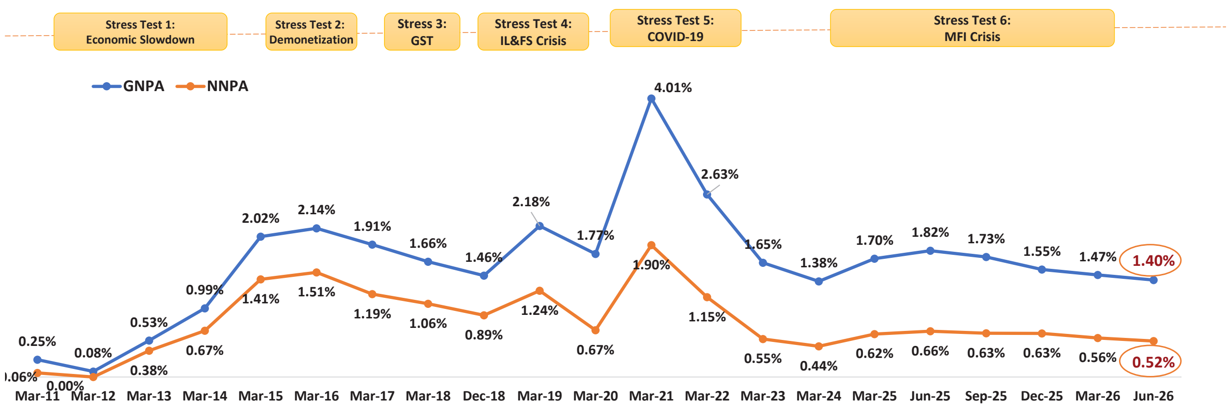
Retail, Agri and MSME (RAM) Book (Rs. Crore)



Wholesale Banking: Following the merger, the Bank has grown its Wholesale Banking business in a calibrated manner. In addition to lending, the business generates fee and operating income through transaction banking, trade finance, foreign exchange and cash management services. It is also an important pillar of our strategy to build a full-service universal bank and serve a broader range of banking needs across customer segments.

6. **Asset Quality:** The Bank has maintained strong asset quality through a technology-led and cash flow-based underwriting approach, with Gross NPA and Net NPA broadly around 2% and below 1% respectively across multiple credit cycles. In the Retail, Agri and MSME (RAM) book, which constitutes 79% of the overall loan book, the asset quality has improved over the last five quarters, with GNPA and NNPA improving to 1.47% and 0.56% as of March 31, 2026 from 1.70% and 0.62% respectively as of March 31, 2025. GNPA and NNPA of this segment further improved to 1.40% and 0.52% respectively as of June 30, 2026.

RAM book-NPA ratio



At the overall Bank level, GNPA and NNPA were 1.61% and 0.48% respectively as of March 31, 2026, improved from 1.87% and 0.53% respectively as of March 31, 2025. The Bank level GNPA and NNPA further improved to 1.51% and 0.44% as of June 30, 2026. We expect credit costs to remain below 1.6% in FY27, lower than the historical level of around 2%.

7. **Market Opportunity for Growth:** The Indian credit market has grown steadily over the last decade, driven by economic growth, rising incomes, greater formalisation and rapid digitisation. As India progresses towards becoming a developed nation, we believe demand for credit across retail, MSME, rural and corporate segments will remain strong for many years ahead.

8. **IDFC FIRST Bank is Well Positioned to Capitalise on this Opportunity:** The Bank has built strong capabilities across technology, customer journeys and credit underwriting, supported by deep integration with India's digital ecosystem. With over 150 machine learning scorecards and a mobile banking app ranked #1 in India and #2 globally by Forrester, we believe we are well positioned to sustain growth of around 20% for many years ahead.

9. **Profitability:** The Bank's business model delivers a strong risk-adjusted Net Interest Margin of over 4.5% (Net Interest Income less credit costs as a percentage of average assets), resulting in healthy profitability in the lending business.

   However, as an early-stage bank, we reinvested much of our lending profits into building long-term capabilities, including a nationwide network of 1,155 branches and 1,110 ATMs, a modern technology and analytics platform, strong control systems, a leading mobile banking app, a Priority Sector Lending franchise of about ₹ 1 lakh crore across 60,000 villages, multiple new lending businesses, a credit card portfolio with 4.8 million cards in force, a FASTag business over 18 million active FasTags, and fee-based wholesale banking capabilities to build a diversified universal banking franchise.

   Investments Approaching Breakeven: Many of the investments made to build future capabilities are now approaching breakeven and beginning to contribute meaningfully to profitability. The Bank has demonstrated a turnaround in profitability in its recent financial results, and we expect this trend to continue with growth in the balance sheet and scale-up of these businesses.

10. **Need for Capital to Support Growth Aspirations:**

    In the first phase after the merger, the Bank increased its Return on Equity from 0% to 9% in its recent financial results even while investing to build capabilities of a full-service universal bank.

    The Bank expects Return on Equity to increase from 9% to 15% over time through continued growth and operating leverage, based on the earning power of the underlying business model.

    As part of this process, to support this growth, the Bank proposes to raise additional equity capital.

    As of June 30, 2026, the Bank's Capital Adequacy Ratio stood at 15.05% and CET-I ratio at 13.33%.

    Hence the Bank is proposing to raise capital of ₹ 7,500 crores through Issuance of equity securities.

Members may note that this Special Resolution is intended to enable the Bank to create, offer, issue and allot such number of Equity Shares and/or securities linked to Equity Shares and/or any other permitted instruments or securities representing Equity Shares and/or convertible securities linked to Equity Shares (collectively referred to as the "Securities"), or any combination thereof, in one or more permissible modes, by way of private placement, including through a Qualified Institutions Placement ("**QIP**"), in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**").

Accordingly, the Board of Directors of the Bank, at its meeting held on July 25, 2026, approved, subject to the approval of the Members, an enabling resolution for the issuance of Securities, at such price or prices, including at a discount or premium to the market price, and on such terms and conditions as may be determined by the Board, in its sole and absolute discretion, having regard to prevailing market conditions and other relevant factors and, wherever necessary, in consultation with the book running lead manager(s) and/or other advisors appointed in relation to the proposed issue, in accordance with applicable laws. The Bank proposes to issue Securities for an aggregate amount not exceeding ₹ 7,500 crore (Rupees Seven Thousand Five Hundred Crore only), within a period of One (1) year from the conclusion of the 12th Annual General Meeting ("**AGM**") of the Bank.

The pricing of the Securities shall be determined in accordance with the applicable provisions of the Companies Act, 2013 ("Act"), the SEBI ICDR Regulations and other applicable laws.

The "Relevant Date" for the purpose of the proposed issuance shall be determined in accordance with the applicable provisions of the SEBI ICDR Regulations.

The Securities proposed to be offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Bank. The Equity Shares that may be issued and allotted pursuant to the proposed issuance shall rank pari passu in all respects with the existing Equity Shares of the Bank, including with respect to dividend, and shall be subject to the Memorandum of Association and Articles of Association of the Bank.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing Members of the Bank, provided that the Members approve such issuance by way of a Special Resolution. Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company may make a private placement of securities only after obtaining prior approval of its members by way of a Special Resolution.

Accordingly, the consent of the Members is being sought pursuant to Sections 42 and 62(1)(c) of the Act, read with the applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, for the issuance of Securities.

The approval of the Members is being sought to enable the Board, including any Committee duly authorised by it, to undertake the proposed issuance of Securities in the manner and to the extent set out in the Special Resolution under Item No. 5 of this Notice, and to exercise all such powers and authorities as may be necessary in connection therewith, without requiring any further approval of the Members.

The proposed Special Resolution further seeks to authorise the Board, including any Committee duly authorised by it, to determine, finalise and vary the terms of the proposed issuance, including its timing, size, structure, proportion, pricing and identification of eligible investors, and to take all such actions and decisions as may be necessary or expedient for giving effect to the proposed issuance, subject to applicable laws, regulatory approvals and prevailing market conditions. The detailed terms and conditions of the proposed issuance shall be determined by the Board or such authorised Committee in accordance with applicable law.

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 proposed resolution.

The Board recommends passing of the Special Resolution as set out in Item No. 5 of this Notice, for approval of the Members of the Bank.

ITEM NO. 6

Enabling Approval for Issuance of Debt Securities on a Private Placement Basis

Members are informed that the Board of Directors of the Bank, at its meeting held on July 25, 2026, approved, subject to the approval of the Members, an enabling resolution for raising funds, from time to time, through the issuance of debt instruments and/ or other eligible instruments, for an aggregate amount not exceeding ₹ 12,500 crore (Rupees Twelve Thousand Five Hundred Crore only).

Members may note that the justification, purpose and business rationale for the proposed fund raise through issuance of debt securities under this Item are set out in the Explanatory Statement to Item No. 5. Accordingly, Members are requested to read this Explanatory Statement in conjunction with the Explanatory Statement to Item No. 5, the contents of which shall apply, mutatis mutandis, to this Item, to the extent relevant and applicable.

Members may further note that the approval sought under this Item is enabling in nature and is intended to provide the Bank with the flexibility to access domestic and/or overseas debt capital markets, as and when required, in accordance with applicable laws, regulatory requirements and prevailing market conditions.

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Companies Act**"), provides that a company can make private placement of securities subject to the condition that such subscription of securities has been previously approved by the Members of the company, by a Special Resolution, for each of the offers or invitations/ subscriptions. In case of offer or invitation for subscription of Non-Convertible Debentures ("**NCDs**"), it shall be sufficient if the company passes a Special Resolution only once in a year for all the offers or invitations for subscriptions of such debentures during a period of one (1) year from the date of passing of this Special Resolution.

Accordingly, in order to facilitate the raising of funds by way of issue of debt securities during a period of one (1) year from the conclusion of Twelfth (12^{th}) Annual General Meeting ("**AGM**") of the Bank, it would be necessary to have fresh approval of Members in place, as may be required.

Considering the aforesaid, the Board of Directors of the Bank at their meeting held on July 25, 2026, have proposed to obtain the consent of the Members of the Bank for borrowing/ raising funds, from time to time, through the issuance of debt instruments and/or other eligible instruments, including but not limited to Subordinated, Unsecured, Rated, Listed, Redeemable fully paid-up Basel III Compliant Tier-II Bonds, Non-Convertible Debentures, Medium Term Notes (MTN), Perpetual Debt Instruments (part of Additional Tier I Capital), Tier II Capital Bonds, Long Term Infrastructure Bonds (financing of infrastructure and affordable housing) and such other securities as may be permitted by the RBI and under applicable laws, denominated in Indian Rupees and/or permitted foreign currencies, on private placement basis, for an aggregate amount not exceeding ₹ 12,500 crore (Rupees Twelve Thousand Five Hundred crore only), over and above the outstanding debt securities issued by the Bank, in one or more tranches, series, in such classes and with such rights or terms as may be considered necessary, under one or more information memorandum, offering circular, disclosure document, or general/key information document and/ or under one or more letter of offers as may be issued by the Bank, in domestic and/ or overseas market, including issuance through its IBU situated in GIFT City, as per the agreed structure and within the limits permitted by RBI and other regulatory authorities and pursuant to relevant provisions of the applicable circulars, directions or guidelines issued by RBI and such other regulatory authorities.

The pricing of the debt securities referred above depends on various factors which may include prevailing risk-free rates, competitor rates of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and prevailing investor regulations. Further, the debt securities may be issued on such terms and conditions including the price, coupon, par/ premium/ discount, tenor etc., as may be determined by the Board (includes a duly authorized Committee), in the prevailing market conditions as permitted by the relevant applicable regulations.

The said incremental limit of ₹ 12,500 crore (Rupees Twelve Thousand Five Hundred crore only) is over and above the outstanding debt securities issued by the Bank, which shall be within the overall borrowing limit of ₹ 1,50,000 crore (Rupees One Lakh Fifty Thousand Crore only) approved under Section 180(1)(c) of the Companies Act, by the Members of the Bank at the first (1st) AGM held on September 29, 2015.

The proposed resolution under Section 42 of the Companies Act, shall be valid for a period of one (1) year from the date of passing of this resolution and the offer shall be made to such persons as identified ("**Eligible Investors**") pursuant to Section 42(2) of the Companies Act.

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 recommends passing of the Special Resolution as set out in Item No. 6 of this Notice, for approval of the Members of the Bank.

ITEM NO. 7

Amendment to the Articles of Association of the Bank

The Board of Directors of the Bank, at its meeting held on July 25, 2026, approved amendments to the Articles of Association ("**AoA**") of the Bank by modifying the existing Article 101A and inserting a new Article 101B, subject to the approval of the shareholders, the Reserve Bank of India ("**RBI**") and such other approvals as may be required under applicable laws and regulations.

Pursuant to guidance received from the RBI, the Bank proposes to amend the AoA to separately set out and provide greater clarity on the provisions relating to the appointment of nominee director(s).

Amendment of existing Article: Article 101A

"Notwithstanding anything contained in these Articles and subject to the applicable law, the Board shall have power to appoint a Director, nominated by Debenture Trustee(s) ~~or investor(s), as applicable~~, on occurrence of any event specified under the applicable laws/ Rules, Regulations, Circulars, as amended from time to time, or by virtue of any Agreement, Deed, Indenture, etc."

Proposed Deletion - 'or investor(s), as applicable,'

Insertion of new Article: Article 101B

(a) *"Notwithstanding anything contained in these Articles and subject to applicable laws/ Rules, Regulations, Circulars, as amended from time to time, the Board shall have the power to appoint non-executive, non-independent director(s), liable to retire by rotation, on the Board of the Bank ("Investor Director"), nominated by an Investor(s) by virtue of agreement(s) with the Bank, subject to the approval of the shareholders.*

(b) *The right of the Investor to nominate Investor Director(s) under Clause (a) shall fall away upon the Investor ceasing to hold at least 5% (five percent) of the Bank's total paid up share capital."*

The proposed Article 101B is an enabling provision to facilitate the nomination of non-executive, non-independent director(s) by eligible investor(s) in accordance with the terms of the applicable investment agreement(s) entered into with the Bank. The amendment is intended to provide clarity on the provisions relating to the appointment of nominee director(s), including the following:

(i) The proposed amendment does not confer any automatic right of appointment, and any such nomination shall be subject to applicable legal, regulatory and corporate governance requirements, including the approvals of the Nomination and Remuneration Committee ("**NRC**"), the Board, the shareholders and such regulatory authorities as may be required.

(ii) The investor's nomination right shall cease upon its shareholding falling below 5% of the paid-up share capital of the Bank.

(iii) Any director appointed pursuant to such nomination right shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

(iv) Any proposed appointee shall be required to satisfy the RBI's prescribed 'fit and proper' criteria and such other requirements as may be stipulated by the NRC or under applicable law.

(v) The right of an investor to nominate a director to the Board shall be subject to further approval of the shareholders by way of a special resolution at least once every five years from the date of grant of such right, in accordance with Regulation 31B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Members may further note that the proposed nomination right shall not in any manner fetter the role of the NRC, the Board or the shareholders in evaluating the suitability of the nominee director.

In view of the above, the proposed resolution for alteration of the Articles of Association of the Bank is placed before the Members for their consideration and approval.

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 recommends passing of the Special Resolution as set out in Item No. 7 of this Notice, for approval of the Members of the Bank.

EXHIBIT A

The details of Mr. Pradeep Natarajan seeking re-appointment as Director liable to retire by rotation, pertaining to the item No. 3 of the Notice, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is as follows:

Name of the Director and Designation	**Mr. Pradeep Natarajan** **Executive Director**
DIN	10499651
Age (as on June 30, 2026)	53 years 10 months
Date of first appointment on the Board	June 01, 2024
Brief Resume, Qualification and Experience	Mr. Pradeep Natarajan has been in a leadership role with IDFC FIRST Bank since December 2018 and currently serves as Head of Retail Banking. He is deeply committed to the Bank's vision of building a world-class bank in India, guided by ethics, powered by technology, and serving as a force for social good. Mr. Natarajan is a customer-focused and respected industry leader with broad expertise across Business Development, Technology, Risk Analytics, Debt Management, Project Management, Customer Service, Marketing, and Retail Banking. Prior to joining the Bank, he held leadership positions at Standard Chartered Bank, Dell India, Religare Macquarie Wealth Management, and Capital First Limited. He is a management graduate from Sydenham Institute of Management Studies (Class of 1998) and holds a bachelor's degree in Mechanical Engineering. His professional experience spans Banking, Technology, and Wealth Management and he has played an important role in building and scaling the Bank's retail franchise.
Nature of Expertise in specific functional areas	Mr. Pradeep Natarajan has special knowledge and practical experience in the matters of Banking, Co-Operation, Information Technology, Payment & Settlement Systems, Human Resources and Risk Management, as required under Section 10A of the Banking Regulation Act, 1949.
Directorships held in other companies (Except Section 8 and Foreign Companies) (as on June 30, 2026)	IDFC FIRST Bharat Limited (Wholly-Owned Subsidiary of the Bank) (Non-Executive Non-Independent Director)
Chairmanships/ Memberships of Committees of other Boards (Only Audit and Stakeholders' Relationship Committee of Indian Public Limited Companies as on June 30, 2026, have been considered)	IDFC FIRST Bharat Limited (Wholly-Owned Subsidiary of the Bank) Member – Audit Committee
Listed entities from which the person has resigned from the directorship in the past three years (as on June 30, 2026)	None
Number of Board Meetings attended during the financial year 2025-26 and till June 30, 2026	For FY 2025-26: 12/13 From April 01 to June 30, 2026: 3/3

Name of the Director and Designation	Mr. Pradeep Natarajan Executive Director
Remuneration last drawn from Bank (upto June 30, 2026) and Stock Options granted, if any	**FY 2025-26:** ₹ 6,28,97,465 **From April 01 to June 30, 2026**: ₹ 2,08,68,372 **<u>Stock Options</u>** The Bank has granted 13,80,125 stock options for FY 2025-26, subject to approval from the RBI.
Justification for re-appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Bank is of the opinion that Mr. Pradeep Natarajan is a person of integrity and considering his qualifications, extensive knowledge and rich experience in the matters of Banking, Co-Operation, Information Technology, Payment & Settlement Systems, Human Resources and Risk Management, the re-appointment of Mr. Pradeep Natarajan is in the interest of the Bank. His continued association would be of immense benefit and value to the Bank and, therefore, the Board recommends his reappointment as Executive Director of the Bank, to the Members.
Terms and conditions of re-appointment including remuneration sought to be paid	In terms of Section 152(6) of the Companies Act, 2013, on account of being longest in office since last appointment, Mr. Pradeep is liable to retire by rotation at the 12th Annual General Meeting of the Bank and being eligible has offered himself for re-appointment. In this regard, based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on April 25, 2026, approved his re-appointment, subject to the approval of the Members of the Bank. Mr. Pradeep Natarajan, being the Executive Director of the Bank, will be entitled to a fixed remuneration including perquisites as may be approved by the RBI every year, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Bank. For FY 2026-27 the Board, in its meeting held on April 25, 2026, has proposed to pay fixed remuneration of ₹ 4,57,37,740 along with Target Variable Pay of upto 200% which shall be decided basis the performance evaluation at the end of the financial year. The said remuneration shall be subject to approval of the RBI.
Number of Equity Shares held in IDFC FIRST Bank, including shareholding as a beneficial Owner (As on June 30, 2026)	30,99,361
Relationship with other Directors, Manager & Key Managerial Personnel of the Bank	None

GO - GREEN INITIATIVE AND INVESTOR EDUCATION PROTECTION FUND ("IEPF")

Dear Shareholder(s),

Go Green Initiative - Electronic Mode of service of documents:

The Ministry of Corporate Affairs ("**MCA**") has taken a "Go Green Initiative in the Corporate Governance" by allowing paperless compliances by companies. The applicable provisions of Companies Act, 2013 read with rules made thereunder permits circulation of financial statements, notices etc. to Shareholders through electronic mode as per the records of the Company/ Registrar and Share Transfer Agent ("**RTA**") or as provided by the Depositories.

In this regard, we seek your whole-hearted support for this initiative. We would request you to register your e-mail ID with your Depository Participant ("**DP**"), to get Annual Reports and other communications through e-mail instead of paper mode.

In case, you are holding shares in physical mode, you may kindly update your e-mail ID by submitting duly filled Form ISR-1 and such other documents as prescribed in the form either through physical mode with self-attestation and date at KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana, India or through e-mail at einward.ris@kfintech.com with e-sign. Form ISR-1 is available on the website of the Bank at https://www.idfcfirst.bank.in/investors. In case, you are holding shares of the Bank in demat mode, you are requested to contact your DP and update your e-mail address.

Pursuant to the guidelines and notifications/ circulars issued by the MCA and Securities and Exchange Board of India ("**SEBI**"), the Annual Report for FY 2025-26 along with the Notice of the Twelfth (12th) Annual General Meeting ("**AGM**") is being sent only through electronic mode.

The Notice and Annual Report of the Bank is also made available on the Bank's website at www.idfcfirst.bank.in and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

You may kindly note that as a Member of the Bank, you are entitled to be furnished free of cost, a printed copy of the Annual Report of the Bank, upon receipt of a requisition from you at any time at secretarial@idfcfirstbank.com.

Payment of Dividend through electronic mode:

As a measure to use electronic method of payment for making cash payments (such as dividends) to the investors, we would request you to do the following:

i. In case of shares held in Demat form, update your Bank account details with your Depository Participant ("**DP**").

ii. In case of shares held in physical form, provide the Bank account details to our RTA in the manner as mentioned in this Notice.

This process will also help you to get all your future dividends immediately on the payment date.

We are sure that as a responsible citizen, you would appreciate the 'Green Initiative' taken by MCA and your Bank's desire to participate in such initiatives and will whole-heartedly support the same.

Transfer of Unpaid/ Unclaimed Dividend & Shares Underlying Unclaimed Dividends to the IEPF

We wish to draw your kind attention to the provisions of Section 124 and 125 of the Companies Act, 2013 read with rules made thereunder and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, ("**IEPF Rules**") and other applicable provisions, pursuant to which the dividend amounts remaining unpaid or unclaimed for a period of seven (7) years from the date of its transfer to 'Unpaid Dividend Account' will be transferred to the 'INVESTOR EDUCATION AND PROTECTION FUND' ("**IEPF**") established by the Central Government. Further, all shares on which dividend has not been paid or claimed for seven (7) consecutive years or more will also be transferred to the IEPF after complying with the procedure laid down under the 'IEPF Rules' and no claim shall lie against the Bank for the amount of dividend(s) and shares so transferred.

However, you can claim both the unclaimed dividends and the shares transferred to the IEPF by making an online application in Form IEPF-5 and following the procedure as mentioned therein. The procedure for claiming the dividend/ shares from the IEPF is available on the website of the IEPF https://www.iepf.gov.in/IEPF/refund.html.

The amount of the interim dividend declared for FY 2019-20 by erstwhile IDFC Limited and the shares corresponding to the unpaid or unclaimed dividends for seven (7) consecutive years or more are due for transfer to the IEPF. Request you to also refer to the Corporate Governance Report forming part of the Annual Report for details on IEPF.

Transfer of Unpaid/ Unclaimed interest/ principal amount pertaining to matured bonds/ debentures to the IEPF:

Further, in accordance with the provisions of the Companies Act, 2013 and IEPF rules, the Bank will also transfer interest/ principal amount of the matured bonds/ debentures which has remained unclaimed/ unpaid for a period of seven (7) years from the date it became due for payment.

The Shareholders are requested to support the Bank in its Green Initiative.

For **IDFC FIRST Bank Limited**

Satish Gaikwad
General Counsel & Company Secretary
FCS 6494

Date: July 25, 2026
Place: Mumbai

Registered Office:
KRM Tower, 7th Floor, No. 1 Harrington Road, Chetpet,
Chennai 600 031, Tamil Nadu, India

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