IDFC BANK

IDFC BANK LIMITED

Corporate Identity Number: L65110TN2014PLC097792

Email: bank.info@idfcbank.com **Website:** www.idfcbank.com

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

NOTICE is hereby given that the 3rd Annual General Meeting ('AGM') of the Members of **IDFC BANK LIMITED** ('IDFC Bank' or the 'Bank') will be held on **Friday, July 28, 2017** at **10.30 a.m.** at the Music Academy, T.T.K Auditorium (Main Hall), Near Acropolis Building, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014, Tamil Nadu, India, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
   a. the audited financial statements of the Bank for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon; and
   b. the audited consolidated financial statements of the Bank for the financial year ended March 31, 2017 and the Report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, the applicable provisions of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI'), from time to time and subject to the approval of the RBI and such other regulatory authorities, as may be applicable, Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117365W), be and are hereby appointed as the Statutory Auditors of the Bank for a period of One (1) year, to hold office from the conclusion of Third Annual General Meeting ('AGM') until the conclusion of the Fourth AGM of the Bank, at a remuneration to be determined by the Board of Directors of the Bank, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses incurred in connection with the audit of the accounts of the Bank for the financial year ending March 31, 2018."

SPECIAL BUSINESS

4. **Offer and Issue of Debt Securities on Private Placement basis**

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

   "RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Banking Regulation Act, 1949, the Reserve Bank of India Act, 1934, Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') from time to time and all other relevant provisions of applicable law(s) and pursuant to the 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 consent of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) for borrowing / raising funds, from time to time, in Indian currency / Foreign currency, by issue of debt securities including but not limited to Non-Convertible Debentures and Bonds (including bonds forming part of

Tier I / Tier II capital in accordance with and subject to the terms and conditions specified in the Basel III Capital Regulations prescribed by RBI, long-term infrastructure bonds or such other securities as may be permitted by RBI from time to time), on private placement basis, up to an amount not exceeding ₹ 10,000 crore (Rupees Ten Thousand Crore Only), in one or more tranches and / or series, in domestic and / or overseas market, 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 date of passing of this resolution, within the overall borrowing limits of ₹ 150,000 crore (Rupees One Lakh Fifty Thousand Crore only) as approved by the Members of the Bank at the 1st Annual General Meeting held on September 29, 2015 and on such terms and conditions as may be approved by the Board, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

5. Appointment of Mr. Anand Sinha as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Section 10-A and other applicable provisions, if any, of the Banking Regulation Act, 1949, Sections 149, 150, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, and Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals, as may be necessary from the RBI and other concerned statutory authorities or regulatory bodies and subject to the conditions as may be prescribed by such authorities or regulatory bodies while granting such approvals, Mr. Anand Sinha (DIN: 00682433), who was appointed as an Additional Director of the Bank in the category of Independent Director with effect from August 01, 2016 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Bank to hold office for a period of Three (3) consecutive years from the said date up to July 31, 2019 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anand Sinha be paid such fees, profit related commission and remuneration as the Board of Directors and Members may approve from time to time and within the limits as prescribed under the Companies Act, 2013, the Banking Regulation Act, 1949 and within the directions issued by the RBI, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Bank and Mr. Mahendra N. Shah, Company Secretary & Chief Compliance Officer, be and are hereby severally authorized to file the requisite forms with the statutory / regulatory authority(ies) and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

6. Appointment of Ms. Anindita Sinharay as a Nominee Director representing Government of India

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

"RESOLVED THAT pursuant to the provisions of Section 10-A and other applicable provisions, if any, of the Banking Regulation Act, 1949, Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals, as may be necessary from the RBI and other concerned statutory authorities or regulatory bodies and subject to the conditions as may be prescribed by such authorities or regulatory bodies while granting such approvals, Ms. Anindita Sinharay (DIN: 07724555), who was appointed as a Nominee Director by the Government of India vide Ministry of Finance, Department of Financial Services letter no. F.No.10/1/2013-IF-I dated January 17, 2017 and was subsequently appointed as a Government Nominee Director by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing her candidature for the office of director, be and is hereby appointed as a Nominee Director representing the Government of India, Ministry of Finance w.e.f February 01, 2017 and who shall be subject to retirement by rotation.

RESOLVED FURTHER THAT Ms. Anindita Sinharay will receive sitting fees, profit related commission and remuneration, if applicable, within the limits as prescribed

under the Companies Act, 2013, the Banking Regulation Act, 1949 and within the directions issued by the RBI, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. Mahendra N. Shah, Company Secretary & Chief Compliance Officer, be and are hereby severally authorized to file the requisite forms with the statutory / regulatory authority(ies) and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

7. Appointment of Mr. Sunil Kakar as a Nominee Director representing IDFC Limited (Ultimate Holding Company)

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

"RESOLVED THAT pursuant to the provisions of Section 10-A and other applicable provisions, if any, of the Banking Regulation Act, 1949, Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals, as may be necessary from the RBI and other concerned statutory authorities or regulatory bodies and subject to the conditions as may be prescribed by such authorities or regulatory bodies while granting such approvals, Mr. Sunil Kakar (DIN: 03055561), who was appointed as a Nominee Director by IDFC Limited (Ultimate Holding Company) vide its letter dated June 24, 2017 and was subsequently appointed as a Nominee Director representing IDFC Limited by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a Nominee Director representing IDFC Limited, w.e.f. July 16, 2017 and who shall be subject to retirement by rotation.

RESOLVED FURTHER THAT Mr. Kakar will receive sitting fees, profit related commission and remuneration, if applicable, within the limits as prescribed under the Companies Act, 2013, the Banking Regulation Act, 1949 and within the directions issued by the RBI, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. Mahendra N. Shah, Company Secretary & Chief Compliance Officer, be and are hereby severally authorized to file the requisite forms with the statutory / regulatory authority(ies) and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

8. Appointment of Mr. Avtar Monga as a Director

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

"RESOLVED THAT pursuant to the provisions of Section 10-A and other applicable provisions, if any, of the Banking Regulation Act, 1949, Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals, as may be necessary from the RBI and other concerned statutory authorities or regulatory bodies and subject to the conditions as may be prescribed by such authorities or regulatory bodies while granting such approvals, Mr. Avtar Monga (DIN-00418477), who was appointed as an Additional Director of the Bank and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as Director of the Bank with effect from April 25, 2017 and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Bank and Mr. Mahendra N. Shah, Company Secretary & Chief Compliance Officer, be and are hereby severally authorized to file the requisite forms with the statutory / regulatory authority(ies) and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

9. Appointment of Mr. Avtar Monga as the Executive Director

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

"RESOLVED THAT pursuant to the provision of Sections 196, 197, 198 and other applicable provisions, if any of the

Companies Act, 2013 read with the rules made thereunder, Section 35-B and other applicable provisions, if any, of the Banking Regulation Act, 1949 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, rules, circulars and guidelines issued by the Reserve Bank of India (the 'RBI') in this regard, Articles of Association and subject to the approvals, as may be necessary from the RBI and other concerned statutory authorities or regulatory bodies and subject to the conditions as may be prescribed by such authorities or regulatory bodies while granting such approvals, Mr. Avtar Monga (DIN-00418477), be and is hereby appointed as the Executive Director of the Bank for a period of Three (3) years with effect from April 25, 2017 on the following terms & conditions:

I. Salary: In the range of ₹ 800,000 p.m. to ₹ 1,200,000 p.m., with the present salary being ₹ 909,990 p.m.

II. Perquisites and Allowances: House rent allowance / company leased accommodation, conveyance allowance, use of Company car for official purposes, leave travel allowance, medical reimbursement, club membership, telephone at residence, insurance, contribution to provident fund, superannuation fund, payment of gratuity, variable pay / performance linked incentives, employee stock options, special allowance and such other perquisites, allowances and benefits in accordance with the rules of the Bank or as may be agreed by the Board of Directors of the Bank with Mr. Monga, from time to time.

III. Loans: Loan facilities to be provided as per the Bank's policy, at the rate of interest applicable to all employees.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per income tax rules, wherever applicable.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee which the Board of Directors of the Bank may have constituted or may thereafter constitute and delegate with the powers necessary for the purpose), be and is hereby authorized to decide the actual amount of remuneration and perquisites, payable or to be provided to Mr. Monga and alter, modify, vary or increase the same, from time to time and within the limits approved by the Members, to the extent the Board may consider appropriate and as may be permitted or authorized by the RBI on an application made by the Bank.

RESOLVED FURTHER THAT where in any financial year, the Bank has no profits or inadequate profits, the remuneration as decided by the Board, shall be paid to Mr. Monga as minimum remuneration with the approval of the Central Government, if required read with the applicable provisions of Schedule V of the Companies Act, 2013 and rules made there under.

RESOLVED FURTHER THAT Mr. Monga shall be subject to retirement by rotation during his tenure as the Executive Director of the Bank.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board and Mr. Mahendra N. Shah - Company Secretary & Chief Compliance Officer, be and are hereby severally authorized, to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to execute any agreements, documents or instructions as may be required and to settle any question, difficulty or doubt that may arise in the said regard."

By order of the Board of Directors

Mahendra N. Shah
Company Secretary & Chief Compliance Officer

MUMBAI | JUNE 30, 2017

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses to be transacted at the Annual General Meeting ('AGM' or 'Meeting') is annexed hereto.

2. **PROXIES**

   a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE BANK. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE BANK'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. ONLY DULY FILLED, SIGNED AND STAMPED PROXY FORM WILL BE CONSIDERED VALID.**

   b) A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Bank. A Member who is holding more than ten percent (10%) of the total share capital of the Bank may appoint a single person as proxy and such person shall not act as proxy for any other person

or Shareholder. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, it shall be under its seal and be signed by an officer or an attorney duly authorised by it.

c) During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged, during the business hours from 9.30 a.m. to 6.30 p.m. at the Registered Office, provided that not less than three days of notice in writing is given to the Bank.

3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representatives to attend and vote on their behalf at the AGM. The documents are required to be sent to the Company Secretary at the Registered Office of the Bank or alternatively the Shareholder may send an e-mail on bank.info@idfcbank.com.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Bank and at the AGM.

6. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Bank and at the AGM.

7. The Certificate from the Statutory Auditors of the Bank certifying that the Bank's Employees Stock Option Scheme is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolutions passed by the Members of the Bank, will be available for inspection by the Members at the AGM.

8. 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 ('ICSI'), information in respect of the directors seeking appointment at the AGM, is given in the Exhibit to the Notice.

9. Members desirous of getting any information about the accounts and / or operations of the Bank are requested to write to Mr. Mahendra N. Shah, Company Secretary and Chief Compliance Officer at least seven days before the date of the AGM to enable the Bank to keep information ready at the AGM.

10. **DIVIDEND**

a) The Register of Members and Share Transfer Books will remain closed from **Saturday, July 22, 2017** to **Friday, July 28, 2017** (both days inclusive) for determining the names of Members eligible to receive dividend on equity shares.

b) Dividend as recommended by the Board of Directors for the financial year ended March 31, 2017, at the rate of 7.5% i.e. ₹ 0.75 per equity share of ₹ 10 each, if approved by the Members at the AGM, will be payable on or after **Monday, July 31, 2017**, to those Members who hold shares -

- In dematerialised mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on **Friday, July 21, 2017.**
- In physical mode, if their names appear in the Register of Members at the close of business hours on **Friday, July 21, 2017**. The instruments of transfer in respect of shares held in physical form of the Bank should be lodged with Karvy Computershare Private Limited [Unit: IDFC Bank Limited], Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, India ('Karvy'), so as to reach them on or before **Friday, July 21, 2017.**

c) Members are encouraged to utilize the Electronic Clearing System ('ECS') for receiving dividends.

11. Members who have either not received or have not encashed their dividend warrant(s) for the last financial year FY16, are requested to write to Karvy, mentioning the relevant Folio number(s) / DP ID and Client ID, for issuance of duplicate / revalidated dividend warrant(s). Members are requested to note that dividends which are not claimed within seven 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, 2013 and rules made thereunder, be transferred to the Investor Education and Protection Fund. Pursuant to the provisions of Investor Education and Protection Fund (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 website of the Bank (www.idfcbank.com), and also on the website of the Ministry of Corporate Affairs, from time to time.

12. Members are requested to address all correspondence, including change in address, bank account details and dividend matters, to Karvy. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of bank account details to their respective Depository Participants ('DP').

13. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled, to the Registrar and Transfer Agent of the Bank i.e. Karvy. Members holding shares in electronic form may contact their respective DP for availing this facility.

14. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Bank / Karvy.

15. As on date, IDFC Bank has nine (9) Directors as follows: Five (5) IDs, Two (2) Nominee Directors and Two (2) Executive Directors.

    In accordance with the Articles of Association of the Bank and pursuant to the provisions of Section 152 of the Companies Act, 2013, IDs are not liable to retire by rotation.

    Out of the Two (2) Executive Directors, Dr. Rajiv B. Lall, Founder Managing Director & CEO is not liable to retire by rotation as per his terms of appointment. Mr. Avtar Monga, Executive Director is an Additional Director who was appointed w.e.f. April 25, 2017 and his appointment is placed for approval of the Members in accordance with Section 160 and Section 161 of the Companies Act, 2013 and forms part of this notice. Accordingly, he is not liable to retire by rotation at this AGM.

    Out of the Two (2) Nominee Directors, Ms. Sinharay is an Additional Director who was appointed during FY17 and her appointment is placed for approval of the Members in accordance with Section 160 and Section 161 of the Companies Act, 2013 and forms part of this notice. Accordingly, she is not liable to retire by rotation at this AGM.

    Mr. Vikram Limaye, Nominee Director was eligible to retire by rotation at this AGM. However, Mr. Limaye has resigned from the Board of IDFC Bank w.e.f. July 15, 2017.

    In view of these circumstances, there would be no director who would be liable to retire by rotation at this AGM.

16. All the documents referred to in the Notice and Statement pursuant to Section 102 of the Companies Act, 2013, are open for inspection between 9.30 a.m. to 6.30 p.m. on all working days up to the date of the AGM at the Corporate Office i.e. Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 and at the Registered Office i.e. KRM Tower, 7th Floor, No. 1, Harrington Road, Chetpet, Chennai - 600 031 and will also be available at the venue of the AGM.

17. **GREEN INITIATIVE**

    a) In support of the Green Initiative, copies of the Annual Report for FY17 are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Bank / DP for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report FY17 are being sent by the permitted mode. Members may also note that Notice and Explanatory Statement are also available for download on the Bank's website: www.idfcbank.com. Members who require communication from the Bank in physical form may write to the Company Secretary on bank.info@idfcbank.com.

    b) The Bank requests the Members who have not updated their e-mail addresses to update the same with their respective DP or communicate their e-mail addresses to the Registrar and Share Transfer Agents i.e. Karvy or communicate to the Bank, so that the Bank can send future communications to these Members in electronic mode. Members are requested to send a signed letter, communicating their Name, Folio No. / DP ID / Client ID and e-mail address either by e-mail (scanned copy) to einward.ris@karvy.com or send a hard copy thereof to Karvy. Alternatively the Members can also update their e-mail addresses with Bank by sending an e-mail to bank.info@idfcbank.com.

18. **E-VOTING**

    a) In terms of Sections 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the Bank is providing e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. **Friday, July 21, 2017**, to exercise their right to vote through electronic means from a place other than a venue of the meeting on any or all of the businesses specified in the accompanying Notice (the **'Remote e-voting'**). The Bank has engaged the services of Karvy Computershare Private Limited as the agency to provide e-voting facility. The Remote e-voting commences on **Sunday, July 23, 2017** at **9.00 a.m.** and ends on **Thursday, July 27, 2017** at **5.00 p.m.** A person who is not a Member as on the cut-off date should treat this notice for information purpose only.

b) In terms of the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Bank is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the AGM shall note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through physical ballot for all the businesses specified in this Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not be eligible to vote at the AGM and their vote, if cast at the Meeting shall be treated as invalid. 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 i.e. **Friday, July 21, 2017**, subject to the provisions of the Banking Regulation Act, 1949, as amended from time to time.

c) The Board of Directors has appointed Mr. B. Narasimhan, Company Secretary of M/s BN & Associates, Company Secretaries as the Scrutinizer to scrutinize the Remote e-voting process and voting process at the AGM in a fair and transparent manner.

d) An Attendance Slip containing the e-voting USER ID & PASSWORD along with the detailed instructions for Remote e-voting is enclosed with this Notice.

19. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Bank (www.idfcbank.com) and on the Service Provider's website (https://evoting.karvy.com) and communication of the same will be sent to BSE Limited and the National Stock Exchange of India Limited and shall also be displayed on the Notice Board of the registered and corporate office of the Bank within 48 hours from the conclusion of the AGM.

20. The route map of the venue of the Meeting is given at the end of the Notice.

21. **ATTENDANCE REGISTRATION:**

a) Members / Proxies / Authorized Representatives are requested to bring their copy of Annual Report along with duly filled Attendance Slip enclosed herewith to attend the AGM.

b) Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

c) Alternatively, to facilitate smooth registration / entry, the Bank has also provided a 'web check-in' facility, which would help the shareholder enter the AGM hall directly without going through the registration formalities at the registration counters.

d) The online registration facility will be available from **Sunday, July 23, 2017** at **9.00 a.m. until Thursday, July 27, 2017** at **5.00 p.m.** (i.e. during the e-voting period).

The Procedure of web check-in is as follows:

a) Log in to **https://karisma.karvy.com** and click on the online registration link.

b) Select the company name.

c) Pass through the security credentials viz., DP ID, Client ID / Folio entry, PAN no. and 'CAPTCHA' as directed by the system and click on the submit button.

d) The system will validate the credentials. Click on the 'Generate my attendance slip' button that appears on the screen.

e) The attendance slip in PDF format will appear on the screen. Select the 'PRINT' option for direct printing or download and save for printing.

A Member / Proxy / Authorised Representative needs to furnish a duly signed 'Attendance Slip' along with a valid Identity proof such as PAN card, Passport, Aadhar card or Driving License to enter the AGM hall.

ANNEXURE TO NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts:

Item No. 4
Offer and Issue of Debt Securities on Private Placement basis

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, lays down the provisions subject to which a company is allowed to issue securities on Private Placement ('PP') basis. Every proposed offer of Securities or invitation to subscribe to Securities on PP basis requires prior approval of Members of the company by way of a Special Resolution. However, in case of offer / issuance of Non-Convertible Debentures ('NCDs'), passing of Special Resolution by the Members for all such offers / invitation for such debentures, once in a year is sufficient.

Accordingly, the Bank had obtained the approval of the Members at the 1st Annual General Meeting ('AGM') held on September 29, 2015 for borrowing / raising funds, in one or more tranches, by issue of debt securities pursuant to the relevant provisions of the applicable circulars and guidelines issued by the Reserve Bank of India, up to ₹ 150,000 crore (Rupees One Lakh Fifty Thousand Crore only). Pursuant to the said approval, the Bank has raised an amount of ₹ 480 crore (Rupees Four Hundred and Eighty Crore only) by way of issue of NCDs till the date of this notice of AGM.

In order to facilitate the raising of funds by way of issue of debt securities, it would be necessary to have fresh approval of Members in place. Accordingly, the Board of Directors, after assessing its fund requirements, has proposed to obtain the consent of the Members of the Bank for borrowing / raising funds from time to time, in Indian currency / Foreign currency, by issue of debt securities, on PP basis, up to an amount not exceeding ₹ 10,000 crore (Rupees Ten Thousand Crore only).

The said limit of ₹ 10,000 crore (Rupees Ten Thousand Crore only) shall be within the overall borrowing limit of ₹ 150,000 crore (Rupees One Lakh Fifty Thousand Crore only) approved under Section 180(1)(c) of the Companies Act, 2013 by the Members at the 1st AGM held on September 29, 2015.

The proposed resolution under Section 42 of Companies Act, 2013 shall be valid for a period of One (1) year from the date of passing of this resolution.

The pricing of the Bonds and NCDs will depend primarily upon the then prevailing market conditions and the regulatory scenario. The pricing for each of the issuance would be approved by the Board of Directors or any of its Committee duly authorized in this regard.

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

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 4 of this Notice.

Item No. 5
Appointment of Mr. Anand Sinha as an Independent Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of IDFC Bank Limited had appointed Mr. Anand Sinha as an Additional Director, in the category of Independent Director ('ID') w.e.f. August 01, 2016. He holds the office of Director up to the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and Article 99 of the Articles of Association of the Bank.

The Bank has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member along with a deposit of ₹ 100,000 proposing the candidature of Mr. Sinha for appointment as an ID of the Bank.

As per the recommendations of Dr. Ganguly Group Report, due diligence of Mr. Sinha was done in regard to his suitability for the post of ID of the Bank. Mr. Sinha had given consent and various declarations as per the provisions of the Reserve Bank of India ('RBI') and the Companies Act, 2013. A deed of covenant has been executed by Mr. Sinha binding him to discharge his responsibilities to the best of his abilities, individually and collectively, as per the RBI Circular No. DBOD. No.BC.105/08.139.001/2003-04 dated June 25, 2004.

He has given a declaration of Independence pursuant to Section 149(6) and 149(7) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 along with his affirmance to the Code of Independent Directors as prescribed under Schedule IV of the Companies Act, 2013. Mr. Sinha fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is Independent of the Management.

Mr. Sinha 's appointment is in compliance with the provisions of Section 10-A of the Banking Regulation Act, 1949, in particular, on account of he having the requisite experience / expertise required under Section 10-A (2) of the Banking Regulation Act, 1949.

In the opinion of the Board, Mr. Sinha is a person of integrity and has the necessary knowledge, experience and expertise for being appointed as an ID. A detailed profile of Mr. Sinha along with Directorships and Committee positions held by him in other Companies has been given in the Exhibit to this Notice.

Mr. Sinha is proposed to be appointed as an ID for a period of Three (3) years from August 01, 2016 to July 31, 2019 and he shall not be liable to retire by rotation. He will be paid such fees, profit related commission and remuneration as the Board and Members may approve from time to time and within the limits as prescribed under the Companies Act, 2013, the Banking Regulation Act, 1949 and within the directions issued by Reserve Bank of India, from time to time.

Mr. Sinha is not related with any other Director or Key Managerial Personnel ('KMP') of the Bank.

Except Mr. Anand Sinha, none of the Directors, KMP and / or their relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

The Board of Directors recommend passing of the Ordinary Resolution as set out in Item No. 5 of this Notice.

Item No. 6

Appointment of Ms. Anindita Sinharay as a Nominee Director representing Government of India

As on March 31, 2017, the Government of India held 7.69% equity stake in IDFC Bank Limited. The Bank had received a letter no. F.No.10/1/2013-IF-I dated January 17, 2017 from the Department of Financial Services, Ministry of Finance, Government of India nominating Ms. Anindita Sinharay as a Government Nominee Director on the Board of IDFC Bank. Ms. Sinharay holds the position of Director at Department of Financial Services, Ministry of Finance.

The aforesaid matter was discussed and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Ms. Sinharay as a Government Nominee Director (Additional Director) of the Bank w.e.f. February 01, 2017. She holds the office of Director up to the date of this AGM pursuant to Section 161 of the Companies Act, 2013 and Article 99 of the Articles of Association of the Bank.

Further, the Board decided that the Government of India would be eligible to appoint a Nominee Director on the Board of IDFC Bank only as long as their equity shareholding exceeds 5% of the paid up share capital of the Bank.

The Bank has now received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member along with a deposit of ₹ 100,000 proposing the candidature of Ms. Sinharay for the office of the Director.

As per the recommendations of Dr. Ganguly Group Report, due diligence of Ms. Sinharay was done in regard to her suitability for being appointed as the Nominee Director of the Bank. Ms. Sinharay had given her consent and various declarations as per the provisions of the Reserve Bank of India ('RBI') and Companies Act, 2013. A deed of covenant has been executed by Ms. Sinharay binding her to discharge her responsibilities to the best of her abilities, individually and collectively, as per the RBI Circular No. DBOD.No.BC.105/08.139.001/2003-04 dated June 25, 2004.

Ms. Sinharay fulfils the conditions specified in the Companies Act, 2013 along with the rules made thereunder, the Banking Regulation Act, 1949, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rules, circulars and guidelines issued by the RBI, from time to time.

A detailed profile of Ms. Sinharay along with Directorships and Committee positions held by her in other Companies has been given in the Exhibit to this Notice.

Ms. Sinharay, if appointed, shall be liable to retire by rotation.

She will be paid such fees, profit related commission and remuneration, if applicable, as the Board and Members may approve from time to time and within the limits as prescribed under the Companies Act, 2013, the Banking Regulation Act, 1949 and within the directions issued by RBI, from time to time.

Ms. Sinharay is not related with any other Director or Key Managerial Personnel ('KMP') of the Bank.

Except Ms. Sinharay, none of the Directors, KMP and / or their relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

The Board of Directors recommend passing of Ordinary Resolution as set out in Item No. 6 of this Notice.

Item No. 7

Appointment of Mr. Sunil Kakar as a Nominee Director representing IDFC Limited (Ultimate Holding Company)

As on date, IDFC Limited holds 52.86% equity stake in IDFC Bank Limited.

Mr. Vikram Limaye (DIN: 00488534) resigned from the Board of IDFC Limited effective from July 15, 2017 consequent to his appointment as the Managing Director & CEO of National Stock Exchange of India Limited. Thereafter, the Board of IDFC Limited appointed Mr. Sunil Kakar (DIN: 03055561) as the Managing Director & CEO of IDFC Limited in place of Mr. Limaye w.e.f. July 16, 2017. Mr. Kakar is presently serving as the Chief Financial Officer of IDFC Bank and would resign from this position on his taking charge as the Managing Director & CEO of IDFC Limited.

Accordingly, the Bank had received a letter dated June 24, 2017, from IDFC Limited nominating Mr. Sunil Kakar on the Board of the Bank, as a Nominee Director representing IDFC Limited w.e.f. July 16, 2017 in place of Mr. Vikram Limaye.

The aforesaid matter was discussed and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Kakar as a Nominee Director (Additional Director) of the Bank w.e.f. July 16, 2017. He holds the office of Director up to the date of this AGM pursuant to Section 161 of the Companies Act, 2013 and Article 99 of the Articles of Association of the Bank.

The Bank has now received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member along with a deposit of ₹ 100,000 proposing the candidature of Mr. Kakar for the office of the Director.

As per the recommendations of Dr. Ganguly Group Report, due diligence of Mr. Kakar was done in regard to his suitability for being appointed as the Nominee Director of the Bank. Mr. Kakar has given his consent and various declarations as per the provisions of the Reserve Bank of India ('RBI') and Companies Act, 2013. A deed of covenant has been executed by Mr. Kakar binding him to discharge his responsibilities to the best of his abilities, individually and collectively, as per the RBI Circular No. DBOD.No.BC.105/08.139.001/2003-04 dated June 25, 2004.

Mr. Kakar fulfils the conditions specified in the Companies Act, 2013 along with the rules made thereunder, the Banking Regulation Act, 1949, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rules, circulars and guidelines issued by the RBI, from time to time.

A detailed profile of Mr. Kakar along with Directorships and Committee positions held by him in other Companies has been given in the Exhibit to this Notice.

Mr. Kakar, if appointed, shall be liable to retire by rotation.

He will be paid such fees, profit related commission and remuneration, if applicable, as the Board and Members may approve from time to time and within the limits as prescribed under the Companies Act, 2013, the Banking Regulation Act, 1949 and within the directions issued by RBI, from time to time.

Mr. Kakar is not related with any other Director or Key Managerial Personnel ('KMP') of the Bank.

Except Mr. Kakar, none of the Directors, KMP and / or their relatives, are in any way, financial or otherwise, interested or concerned in this resolution.

The Board of Directors recommend passing of Ordinary Resolution as set out in Item No. 7 of this Notice.

Item No. 8 & 9

Appointment of Mr. Avtar Monga as the Executive Director

Mr. Avtar Monga has been serving as the Chief Operating Officer of IDFC Bank since March 2014.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held April 25, 2017, approved the appointment of Mr. Avtar Monga as the Executive Director of the Bank for a period of Three (3) years, w.e.f. April 25, 2017 on the terms and conditions as set out in the resolution no. 8 & 9. The appointment and remuneration of Mr. Monga as the Executive Director is subject to the approval of the Reserve Bank of India and Members of the Bank.

Brief profile and other details of Mr. Monga are provided in the Exhibit to Notice.

In the opinion of the Board, Mr. Monga's wide experience of over 35 years in working with Banking and Financial Industry would be of immense benefit and would add value to the functioning of the Board.

The remuneration proposed to be paid to Mr. Monga for FY18 is as follows:

IN ₹

Basic Salary	12,557,886 p.a.
Performance Bonus	As may be decided by the Board of Directors, subject to approval of RBI.
Special Allowance	17,275,284 p.a.
Perquisites	
1. Furnished house	As per Scheme of the Company
2. Use of Bank's car for official purposes	Yes
Use of Bank's car for private purposes	39,600 p.a.
3. Provident Fund	1,506,946 p.a.
4. Medical benefits	15,000 p.a.
Total	**31,394,716 p.a.**
5. Other benefits, if any	
(i) Gratuity	As per Scheme of the Company
(ii) Club Membership	As per Scheme of the Company
(iii) Other Benefits	As per Scheme of the Company

The remuneration proposed to be paid to Mr. Monga is in line with the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013.

Mr. Monga shall be liable to retirement by rotation.

The Bank has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member along with a deposit of ₹ 100,000 proposing the candidature of Mr. Avtar Monga for appointment as the Executive Director of the Bank.

The Board of Directors recommend passing of the Ordinary Resolution as set out in Item No. 8 & 9 of this Notice.

Mr. Monga is not related with any other Director, Key Managerial Personnel ('KMP') and / or their relatives.

Mr. Monga may be deemed to be concerned or interested in the resolution relating to his appointment and remuneration. Except him, none of the other Directors, KMP and / or their relatives are, in any way, financial or otherwise, interested or concerned in this resolution.

EXHIBIT TO NOTICE

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 by ICSI.

Name of the Director	**Mr. Anand Sinha**	**Ms. Anindita Sinharay**
Date of Birth	February 03, 1951 (66 years)	August 06, 1975 (41 years)
Date of first appointment on the Board	August 01, 2016	February 01, 2017
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Anand Sinha joined the Reserve Bank of India in July 1976 and rose to become Deputy Governor in January 2011. He was Adviser in RBI up to April 2014 after demitting the office of Deputy Governor in RBI on 18th January 2014. As Deputy Governor, he was in-charge of regulation of commercial banks, Non-Banking Financial Companies, Urban Cooperative Banks and Information Technology, among others. He has been closely associated with the banking sector reforms in India. He has represented the Reserve Bank of India in various Committees / Groups of BIS such as Basel Committee on Banking Supervision ('BCBS'), Policy Development Group ('PDG'), Macro Prudential Supervision Group ('MPG'), Macro Variable Task Force ('MVTF') and Committee on Global Financial Systems ('CGFS'). He represented India on the G20 Working Group on Enhancing Sound Regulation & Strengthening Transparency. He was the Chairman, Governing Council of the Institute for Development and Research in Banking Technology ('IDRBT'), a research and development institution on financial sector technology, set up by the Reserve Bank of India. He was also a member on the Board of the Securities and Exchange Board of India ('SEBI'). Mr. Sinha was RBI's nominee director on the boards of Dena Bank, Allahabad Bank, Bank of Baroda, Indian Overseas Bank, Deposit Insurance and Credit Guarantee Corporation, and Export Credit and Guarantee Corporation at different phases of his career. Mr. Sinha holds Master's Degree in Physics from the Indian Institute of Technology ('IIT'), New Delhi.	Ms. Anindita Sinharay is an Indian Statistical Service (2000) officer working as a Director in the Department of Financial Services, Ministry of Finance. She has vast working experience of more than one decade in National Accounts Statistics in Central Statistics Office ('CSO') and analysis of data of large scale sample surveys conducted by National Sample Survey Office ('NSSO'). She has worked in the field of analysing the financial results of corporate sector to get the estimate of Gross Domestic Product ('GDP'). She has also worked in the fields of capital formation, savings, private final consumption expenditure and labour input. She has contributed to a number of technical papers published in various journals and publications. She holds a post graduate degree in Statistics from the University of Calcutta.
No. of Board Meetings attended during FY17	3 out of 4	1 out of 1
Directorships held in other companies	1. India International Exchange (IFSC) Limited 2. KKR ARC India Private Limited 3. Goods And Services Tax Network	NIL
Memberships / Chairmanships of Committees of other Boards	NIL	NIL
Remuneration last drawn	**For the year ended March 31, 2017** 1. **Sitting fees:** ₹ 650,000 2. **Commission:** ₹ 665,754	NIL
Details of Remuneration sought to be paid	As provided in resolution set out in Item No. 5 of this Notice.	As provided in resolution set out in Item No. 6 of this Notice.
Shareholding of Director in IDFC Bank	NIL	NIL
Relationship with other Directors & Key Managerial Personnel of the Bank	None	None

EXHIBIT TO NOTICE

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 by ICSI.

Name of the Director	**Mr. Sunil Kakar**	**Mr. Avtar Monga**
Date of Birth	October 01, 1957 (59 years)	March 05, 1960 (57 years)
Date of first appointment on the Board	July 16, 2017	April 25, 2017
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Sunil Kakar is the Chief Financial Officer at IDFC Bank and was named in this position in 2015 pursuant to the transfer & demerger process. He is responsible for Strategic Planning, Finance & Accounts and Investor Relations. He joined IDFC in 2011 as the Group Chief Financial Officer and was responsible for Finance & Accounts, Business Planning and Budgeting, Investor Relations, Resource Raising and IT. He is also a member of IDFC Group's Management Committee. Prior to joining IDFC, Mr. Kakar worked with Max New York Life Insurance Company since 2001, as CFO. He led numerous initiatives including Planning, Investments / Treasury, Finance and Accounting, Budgeting and MIS, Regulatory Reporting and Taxation. As part of the start-up team in Max New York Life, Mr. Kakar was part of the core group responsible for the successful development of the insurance business. In his previous assignment, he worked with Bank of America for 18 years in various roles, covering Business Planning & Financial Control, Branch Administration and Operations etc. As a CFO from 1996 to 2001, Mr. Kakar spearheaded the Finance function at Bank of America. Mr. Kakar holds an MBA in Finance from XLRI and a degree in engineering from IIT Kanpur.	Mr. Avtar Monga has been the Chief Operating Officer of IDFC Bank Limited since March 2014. He has over 35 years of experience in working with Banking and Financial Industry. Prior to joining IDFC Bank, Avtar served with Bank of America as Managing Director for their Global Delivery Centers of Expertise ('GDCE') globally. He established Bank's Captives known as BA Continuum across India and led the expansion into Asia and Latin America. In addition to leading a large employee base, he was also responsible for managing strategic partner relationships on behalf of the bank for delivery of Technology and Operations. Prior to re-joining Bank of America in 2003, he worked with GE Capital for 5 years. He was part of India management team to establish their credit card joint venture with State Bank of India. He also served as Chief Executive Officer for GE / SBI JV, GE Capital Business Process Management Ltd. He also served as Chief Executive Officer of GE Capital Transport Financial services Ltd. and was responsible for it's turnaround. Mr. Avtar holds MBA in Marketing from BIMTECH, Greater Noida and has Masters in Commerce from St. John's College, Agra University.
No. of Board Meetings attended during FY17	N.A.	N.A.
Directorships held in other companies	1. IDFC Projects Limited 2. IDFC Trustee Company Limited 3. IDFC Alternatives Limited 4. IDFC AMC Trustee Company Limited 5. IDFC Securities Limited 6. IDFC Foundation 7. Uniquest Infra Ventures Private Limited	1. Delhi Integrated Multi Modal Transit System Limited 2. Siesta Hospitality Services Limited 3. Devi Bhairavi Capital Private Limited 4. Novopay Solutions Private Limited
Memberships / Chairmanships of Committees of other Boards	**Membership in Audit Committee:** 1. IDFC Projects Limited 2. IDFC Foundation 3. IDFC Alternatives Limited 4. IDFC Securities Limited 5. IDFC AMC Trustee Company Limited	**Membership in Audit Committee:** Delhi Integrated Multi Modal Transit System Limited
Remuneration last drawn	N.A.	₹ 27,299,753 p.a.
Details of Remuneration sought to be paid	As provided in resolution set out in Item No. 7 of this Notice.	As provided in resolution set out in Item No. 9 of this Notice.
Shareholding of Director in IDFC Bank	20,000 Equity Shares	NIL
Relationship with other Directors & Key Managerial Personnel of the Bank	None	None

IDFC BANK

IDFC BANK LIMITED

Corporate Identity Number: L65110TN2014PLC097792
Email: bank.info@idfcbank.com **Website:** www.idfcbank.com
Regd. Office: KRM Tower, 7th Floor, No. 1 Harrington Road, Chetpet, Chennai - 600 031, Tamil Nadu, India.
Tel: +91 44 4564 4000 **Fax:** +91 44 4564 4022
Corp. Office: Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India.
Tel: +91 22 4222 2000 **Fax:** +91 22 2654 0354

Form No. MGT-11

PROXY FORM

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

3RD ANNUAL GENERAL MEETING – JULY 28, 2017

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

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

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **3rd Annual General Meeting** of **IDFC Bank Limited**, to be held on **Friday, July 28, 2017** at **10.30 a.m.** at The Music Academy, T.T.K Auditorium (Main Hall), Near Acropolis Building, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014, Tamil Nadu, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars	Vote (Optional#) (Please put a (✓) mark or please mention no. of shares)		
ORDINARY BUSINESS		For	Against	Abstain
1.	To consider and adopt: a. the audited financial statements of the Bank for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon; and b. the audited consolidated financial statements of the Bank for the financial year ended March 31, 2017 and the Report of the Auditors thereon.			
2.	To declare dividend on equity shares.			
3.	To appoint Statutory Auditors of the Bank and to fix their remuneration.			
SPECIAL BUSINESS				
4.	Offer and Issue of Debt Securities on Private Placement basis.			
5.	Appointment of Mr. Anand Sinha as an Independent Director.			
6.	Appointment of Ms. Anindita Sinharay as a Nominee Director representing Government of India.			
7.	Appointment of Mr. Sunil Kakar as a Nominee Director representing IDFC Limited (Ultimate Holding Company).			
8.	Appointment of Mr. Avtar Monga as a Director.			
9.	Appointment of Mr. Avtar Monga as the Executive Director.			

Signed this _____ day of _____ 2017

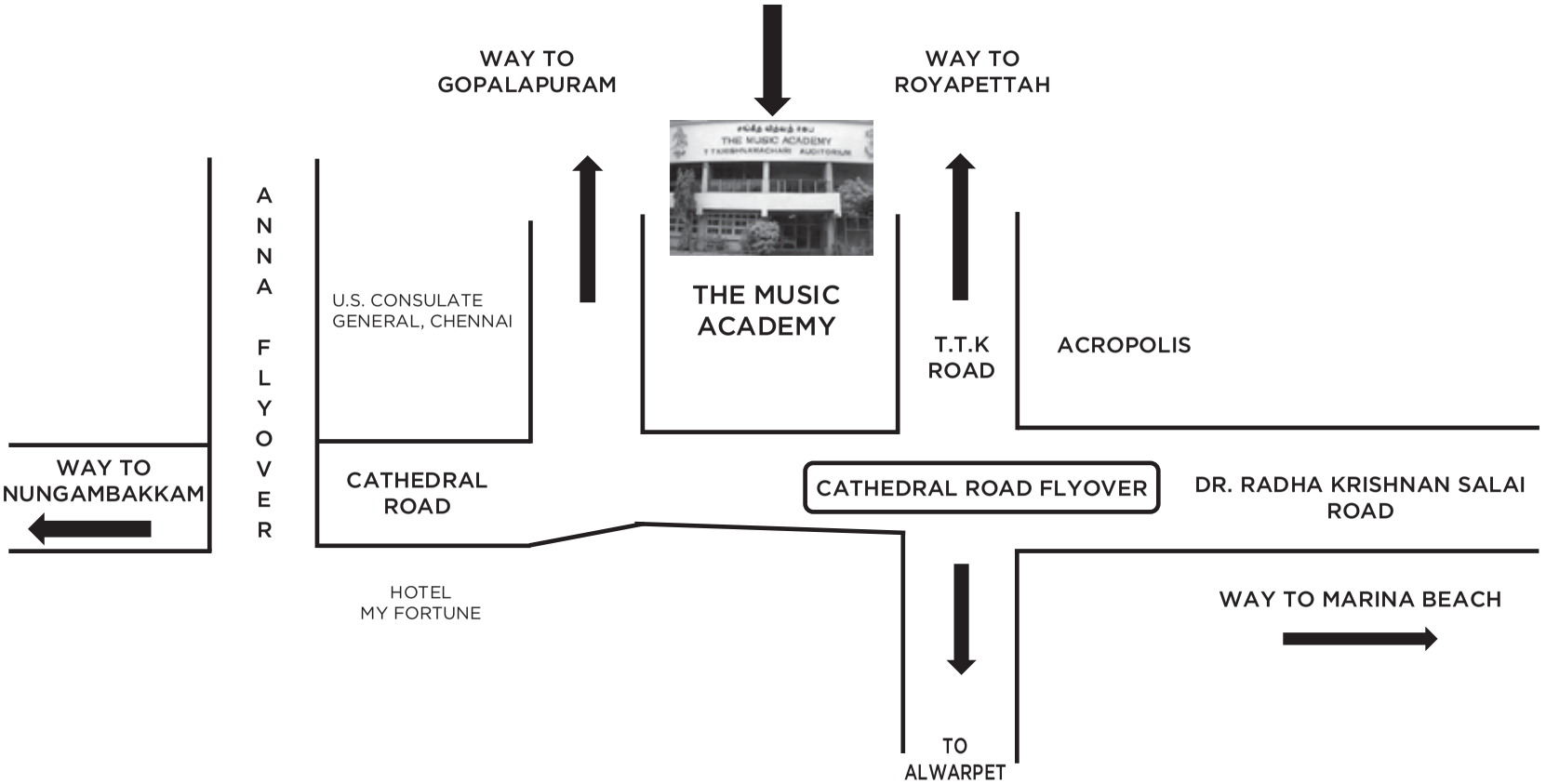
AFFIX Revenue Stamp of ₹ 1

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

Note: 1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.**
2. **#It is optional to indicate your preference. If you leave the "For", "Against" or "Abstain" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.**

3rd AGM of IDFC BANK LIMITED

THE MUSIC ACADEMY, T.T.K AUDITORIUM (MAIN HALL),
Near Acropolis Building, New No. 168 (Old No. 306),
T.T.K. Road, Royapettah, Chennai - 600 014



ROUTE MAP FOR IDFC BANK AGM VENUE