

CFL/LS/243/2018-19

October 05, 2018

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400 001
Tel No.: 022-2272 2039/37/3121

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051
Tel No.: 022 – 2659 8237/38

BSE – Scrip Code: 532938

NSE – Symbol – CAPF

Sub: Outcome of the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meetings of the (i) equity shareholders of Capital First Limited; (ii) equity shareholders of Capital First Home Finance Limited; (iii) equity shareholders of Capital First Securities Limited; and (iv) a preference shareholder of Capital First Securities Limited

Dear Sir/ Madam,

This is (in furtherance to our letter dated August 28, 2018 bearing reference number CFL/LS/219/2018-19) to inform you that the following meetings were held (as set out in the table below) in accordance with the order of NCLT dated August 10, 2018 (received by the Company on August 28, 2018) in Company Scheme Application No. 726 of 2018:

Meeting of	Agenda of the meeting	Date	Time	Venue
Equity shareholders of Capital First Limited ("CFL/ Amalgamating Company 1")	To approve the Amalgamation (as defined below)	October 4, 2018	3:00 p.m.	P L Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025, India
Equity shareholders of Capital First Home Finance Limited ("CFHFL/ "Amalgamating Company 2")	To approve the Amalgamation (as defined below)	October 4, 2018	09:00 a.m.	One Indiabulls Centre, Tower 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013
Equity shareholders of Capital First Securities Limited ("CFSL/ Amalgamating Company 3")	To approve the Amalgamation (as defined below)	October 4, 2018	09:30 a.m.	One Indiabulls Centre, Tower 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013

Capital First Limited



Company 3")				400 013
Preference shareholder of CFSL	To approve the Amalgamation (as defined below)	October 4, 2018	10:00 a.m.	One Indiabulls Centre, Tower 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013

The aforementioned meetings were held to obtain the approval with respect to the Composite Scheme of Amalgamation of Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Amalgamation**") of the (i) equity shareholders of CFL; (ii) equity shareholders of CFHFL; (iii) equity shareholders of CFSL; and (iv) preference shareholder of CFSL.

In this regard, please find enclosed the following with respect to each of the aforementioned meetings:

- (i) Meeting of equity shareholders of CFL/ Amalgamating Company 1:
 - (a) Summary of the proceedings of the NCLT convened meeting of the equity shareholders of Amalgamating Company 1, as required under Regulation 30, Part-A of Schedule III of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("LODR") as "**Annexure I**";
 - (b) Report of the Scrutiniser dated **October 04, 2018** in relation to meeting set out at (a) above as "**Annexure IA**"; and
 - (c) Voting results in the format prescribed under Regulation 44 of the SEBI (LODR) with respect to the meeting mentioned at (a) above as "**Annexure IB**". The said results along with the Report of the Scrutinizer shall be placed on website of the Company and the website of NSDL and will be communicated to the BSE Limited and National Stock Exchange of India Limited.
- (ii) Meeting of the equity shareholders of CFHFL/ Amalgamating Company 2:
 - (a) Summary of the proceedings of the NCLT convened meeting of the equity shareholders of Amalgamating Company 2 as "**Annexure II**"; and
 - (b) Report of the Scrutiniser dated **October 04, 2018** in relation to meeting set out at (a) above as "**Annexure IIA**"

- (iii) Meeting of the equity shareholders of CFSL/ Amalgamating Company 3:
- (a) Summary of the proceedings of the NCLT convened meeting of the equity shareholders of Amalgamating Company 3 as "**Annexure III**"; and
- (b) Report of the scrutiniser dated **October 04, 2018** in relation to meeting set out at (a) above as "**Annexure IIIA**"
- (iv) Meeting of a preference shareholder of CFSL/ Amalgamating Company 3:
- (a) Summary of the proceedings of the NCLT convened meeting of a preference shareholder of Amalgamating Company 3 as "**Annexure IV**"; and
- (b) Report of the scrutiniser dated **October 04, 2018** in relation to meeting set out at (a) above as "**Annexure IVA**"

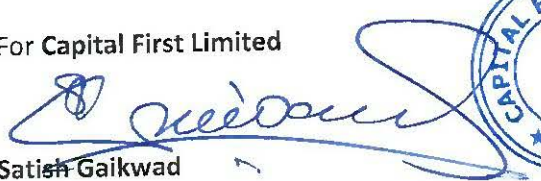
We are further pleased to inform you that the resolution approving the Amalgamation was passed with "**requisite majority**" by the (i) equity shareholders of Amalgamating Company 1; (ii) equity shareholders of Amalgamating Company 2; (iii) equity shareholders of Amalgamating Company 3; and (iv) a preference shareholder of Amalgamating Company 3, as per table given below:

Details of Meeting	Voted For	Voted Against
Equity shareholders of Capital First Limited	99.90%	0.10%
Equity shareholders of Capital First Home Finance Limited	100%	-
Equity shareholders of Capital First Securities Limited	100%	-
Preference shareholder of Capital First Securities Limited	100%	-

We request you to kindly take the above on record.

Thanking you,
Yours faithfully,

For Capital First Limited


Satish Gaikwad

Head – Legal, Compliance & Compliance Secretary

Encl.: As mentioned above

Capital First Limited

ANNEXURE I**Summary of the proceedings of the NCLT convened meeting of the equity shareholders of Amalgamating Company 1 (Capital First Limited)**

By way of an order dated August 10, 2018 (received by the Company on August 28, 2018) passed by the National Company Law Tribunal, Mumbai Bench ("NCLT") under Company Scheme Application No. 726 of 2018, a meeting of the equity shareholders of Capital First Limited ("CFL/ Amalgamating Company 1") was held on **Thursday, October 04, 2018 at 3:00 p.m.** at the P L Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai, 400 025, India, for approving the Composite Scheme of Amalgamation of Capital First Limited, Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Amalgamation").

As directed by the NCLT, Mr. V. Vaidyanathan (Chairman and Managing Director of CFL) chaired the meeting. He informed the equity shareholders present that the meeting was being convened to seek approval of the equity shareholders for the proposed Amalgamation.

Mr. Satish Gaikwad, Head - Legal, Compliance & Company Secretary of Capital First Limited informed Mr. Vaidyanathan that as directed by the NCLT, the requisite quorum as prescribed under Section 103 of the Companies Act, 2013 was present in person and accordingly Mr. Vaidyanathan called the Meeting to order. Mr. Vaidyanathan introduced the Directors of CFL seated on the dais. He then informed the equity shareholders that in compliance with the directions of the NCLT, a notice dated August 28, 2018 for convening the meeting was dispatched to all the equity shareholders holding shares of CFL as on August 10, 2018. CFL had completed the dispatch of notices to all equity shareholders as per applicable and permitted mode by September 03, 2018. The notice was also advertised in the prescribed format in accordance with the applicable law.

Thereafter, the notice of the meeting was taken as read with the permission of the equity shareholders.

Mr. Vaidyanathan then gave the brief details on the Amalgamation including its rationale, the share exchange ratio, the regulatory approvals received till date, etc.

Subsequently, the chairperson informed that CFL provided the equity shareholders with the facility to vote through Postal Ballot and Remote E-voting on the resolution set forth in the notice, which was kept open from 9:00 a.m. on Tuesday, September 04, 2018 to 5:00 p.m. on Wednesday, October 03, 2018.

It was further informed that the Equity shareholders who were present at the meeting and had not cast their votes through Postal Ballot or Remote e-voting were provided an opportunity to cast their votes at the meeting by using tablet based electronic voting system.

The remote e-voting facility was provided on the item(s) of the business sought to be transacted at the Meeting of the equity shareholders of CFL/ Amalgamating Company 1. The Company had appointed

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National Securities and Depository Limited (NSDL) as the service provider, for the purpose of extending the facility to Remote e-voting to the equity shareholders of the Company.

At the venue of the Meeting of the Company held on October 04, 2018, the facility to vote by using tablet based electronic voting system was also provided to those members who were present at the meeting but could not cast their vote through remote e-voting or through postal ballot form to record their votes.

Mr. Vaidyanathan informed that Mr. P. N. Parikh of M/s Parikh & Associates. Company Secretary in whole time practice (holding membership number FCS 327 and CP No. 1228) of M/s Parikh & Associates had been appointed as the Scrutinizer for scrutinizing the entire voting process i.e. Postal Ballot, Remote e-voting and tablet based electronic voting system at the Meeting in a fair and transparent manner.

Mr. Vaidyanathan then invited the equity shareholders to express their views, ask questions and seek clarifications on the Amalgamation.

Mr. Vaidyanathan then responded to the queries and acknowledged suggestions of the equity shareholders and thanked them for their presence at the Meeting.

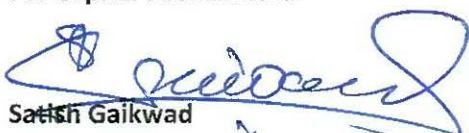
Mr. Vaidyanathan then put the following resolution to vote and informed that the combined voting results would be announced within 48 hours of the conclusion of the meeting.

Item No.	Details of the Agenda	Resolution Type
1.	Approval of Composite Scheme of Amalgamation of Capital First Limited, Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.	Requisite Majority*

* majority of persons representing three-fourths in value .

Mr. Vaidyanathan thanked the equity shareholders of CFL for attending the meeting and concluded the meeting.

For Capital First Limited


Sush Gaikwad
 Head – Legal Compliance & Compliance Secretary



To,
The Chairman appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of
Capital First Limited
One Indiabulls Centre, Tower 2A & 2B,
10th Floor, Senapati Bapat Marg, Lower Parel (West),
Mumbai 400 013

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting / postal ballot conducted pursuant to the provisions of Sections 108 & 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meeting of the Equity Shareholders of Capital First Limited held on Thursday, October 04, 2018 at P L Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025 at 03.00 p.m.

I, P. N. Parikh of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer, vide order dated August 10, 2018 of the National Company Law Tribunal, Mumbai Bench ("NCLT"), for Capital First Limited ("the Company") pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process, scrutinize the postal ballot forms received from the shareholders and the voting through electronic voting system (through tablet/computer) in respect of the below mentioned resolution proposed at the NCLT convened meeting of the Equity Shareholders of the Company on October 04, 2018

The Notice of the meeting dated August 28, 2018 along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Act as confirmed by the Company was sent to the Equity Shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting.

The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or by way of remote e-voting using facility offered by National Securities Depository Limited ("NSDL").



The Company had also provided voting by electronic means using tablet/computer to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier through remote e-voting facility or by postal ballot.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of **Friday, August 10, 2018** were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for remote e-voting as well as Postal Ballot commenced on **Tuesday, September 04, 2018 at 09:00 a.m. (IST)** and ended on **Wednesday, October 03, 2018 at 05:00 p.m. (IST)** and the NSDL e-voting platform was disabled thereafter.

The votes cast under remote e-voting facility were unblocked in the presence of two witnesses who were not in the employment of the Company. Postal ballot forms received up to Wednesday, October 03, 2018 at 05:00 p.m. (IST) were also considered and scrutinized.

On October 04, 2018, at the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting by electronic means using tablet/computer for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of NSDL.

After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The voting done through postal ballot and remote e-voting were reconciled with the records maintained by the Company and NSDL and the authorizations lodged with the Company.

The Postal ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots, remote e-voting and the voting by electronic means using tablet/computer at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the postal ballots, remote e-voting and the voting by electronic means using tablet/computer at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the Postal Ballot forms, remote e-voting and the voting by electronic means using tablet/computer at the venue of the NCLT convened meeting in respect of the said Resolution.



Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules, circulars and notifications made thereunder, as may be applicable, the Banking Regulation Act, 1949, the Reserve Bank of India (Amalgamation of Private Sector Banks) Directions, 2016, the Reserve Bank of India Act, 1934 and all circulars, notifications, guidelines, directions framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and all amendments thereto, any other applicable laws and regulations, the Observation Letters issued by BSE Limited and the National Stock Exchange of India Limited, both dated May 25, 2018, Competition Act, 2002, Housing Finance Companies – Approval of Acquisition or Transfer of Control (NHB) Directions, 2016 and subject to the provisions of the Memorandum and Articles of Association of Capital First Limited and subject to approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of Capital First Limited (hereinafter referred to as the '**Board**', which term shall be deemed to include one or more Committee(s) constituted / to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Composite Scheme of Amalgamation ('**Scheme**') of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors ('**Amalgamation**') as placed before this Meeting and initialed by the Chairperson of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board, Mr. Pankaj Sanklecha, Chief Financial Officer & Head – Corporate Centre, Mr. Adrian Andrade, Head – Human Resources & Administration and Mr. Satish Gaikwad, Head – Legal, Compliance & Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, which may be required and / or imposed by the Hon'ble NCLT or by any regulatory or other authorities while sanctioning the Scheme, as may be deemed fit."



(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1305	7,38,62,343	99.90

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
63	75,634	0.10

(iii) **Invalid** votes:

Number of members voted	Number of invalid votes cast by them
12	74,821

Thanking you,

Yours faithfully,

P. N. Parikh

Scrutinizer

Parikh & Associates**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111, 11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri (West), Mumbai – 400053

**Place: Mumbai****Dated: October 04, 2018**

Annexure IB
Details of Voting Results

Details of the NCLT Convened Meeting	October 04, 2018
Total number of shareholders on Record Date (i.e August 10, 2018; cutoff date for voting purpose)	1,43,259
No. of shareholders present in the meeting either in person or through proxy:	80
c. Promoters and Promoter Group	0
d. Public	80
No. of shareholders attended the meeting through Video Conferencing:	
c. Promoters and Promoter Group	Not Applicable
d. Public	Not Applicable



Resolution Required : (Ordinary/ Special)			Requisite Majority: 1 - To consider, and if thought fit, approve with or without modification(s), the arrangement embodied in the Composite Scheme of Amalgamation of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	35185602	35185602	100.0000	35185602	0	100.0000	0.0000
	Poll (tablet based electronic voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		35185602	100.0000	35185602	0	100.0000	0.0000
Public Institutions	E-Voting	31678408	25624655	80.8900	25624655	0	100.0000	0.0000
	Poll (tablet based electronic voting)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		25624655	80.8900	25624655	0	100.0000	0.0000
Public Non Institutions	E-Voting	32159384	10575454	32.8845	10499847	75607	99.2851	0.7149
	Poll (tablet based electronic voting)		1213	0.0038	1204	9	99.2580	0.7420
	Postal Ballot		2551053	7.9325	2551035	18	99.9993	0.0007
	Total		13127720	40.8208	13052086	75634	99.4239	0.5761
Total		99023394	73937977	74.6672	73862343	75634	99.8977	0.1023



ANNEXURE II

Summary of the proceedings of the NCLT convened meeting of the equity shareholders of Capital First Home Finance Limited ("CFHFL/ Amalgamating Company 2")

By way of an order dated August 10, 2018 (received by the Company on August 28, 2018) passed by the National Company Law Tribunal, Mumbai Bench ("NCLT") under Company Scheme Application No. 726 of 2018, a meeting of the equity shareholders of Capital First Home Finance Limited ("CFHFL/ Amalgamating Company 2") was held on **Thursday, October 04, 2018 at 9:00 a.m.** at the One Indiabulls Centre, Tower 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013, for approving the Composite Scheme of Amalgamation of Capital First Limited, Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Amalgamation**").

As directed by the NCLT, Mr. V. Vaidyanathan (Non-Executive Non Independent Director of CFHFL) chaired the meeting. He informed the equity shareholders present that the meeting was being convened to seek approval of the equity shareholders for the proposed Amalgamation.

Mr. Bhavik Gala, Company Secretary of Capital First Home Finance Limited informed Mr. Vaidyanathan that as directed by the NCLT, the requisite quorum as prescribed under Section 103 of the Companies Act, 2013 was present in person and accordingly Mr. Vaidyanathan called the Meeting to order.

Mr. Vaidyanathan introduced the Directors of CFHFL seated on the dais. He then informed the equity shareholders that in compliance with the directions of the NCLT, a notice dated August 28, 2018 for convening the meeting was dispatched to all the equity shareholders holding shares of CFHFL as on August 10, 2018. CFHFL had completed the dispatch of notices to all equity shareholders as per applicable and permitted mode by September 03, 2018. The notice was also advertised in the prescribed format in accordance with the applicable law.

Thereafter, the notice of the meeting was taken as read with the permission of the equity shareholders.

Mr. Vaidyanathan then gave the brief details on the Amalgamation including its rationale, the share exchange ratio, the regulatory approvals received till date etc.

Subsequently, the chairperson informed that CFHFL provided the equity shareholders with the facility to vote through Postal Ballot on the resolution set forth in the notice, which was kept open from 9:00 a.m. on Tuesday, September 04, 2018 to 5:00 p.m. on Wednesday, October 03, 2018.

Equity shareholders who were present at the meeting and had not cast their votes through Postal Ballot were provided an opportunity to cast their votes at the meeting by way of Physical Ballot forms.

Mr. Vaidyanathan informed that Mr. P. N. Parikh of M/s Parikh & Associates. Company Secretary in whole time practice (holding membership number FCS 327 and CP No. 1228) of M/s Parikh & Associates had been

Capital First Limited



appointed as the Scrutinizer for scrutinizing the entire voting process i.e. Postal Ballot and Physical Ballot forms at the Meeting in a fair and transparent manner

Mr. Vaidyanathan then invited the equity shareholders to express their views, ask questions and seek clarifications on the Amalgamation.

Mr. Vaidyanathan then responded to the queries and acknowledged suggestions of the equity shareholders and thanked them for their presence at the Meeting.

Mr. Vaidyanathan then put the following resolution to vote:

Item No.	Details of the Agenda	Resolution Type
1.	Approval of Composite Scheme of Amalgamation of Capital First Limited, Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.	Requisite Majority*

* majority of persons representing three-fourths in value.

Mr. Vaidyanathan thanked the equity shareholders for attending the meeting and concluded the meeting.



To,
The Chairman appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of
Capital First Home Finance Limited
One Indiabulls Centre, Tower 2A & 2B, 10th Floor,
Senapati Bapat Marg, Lower Parel (West),
Mumbai 400 013

Dear Sir,

Sub: Consolidated Scrutinizer's Report on postal ballot conducted pursuant to applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and voting at the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meeting of the Equity Shareholders of Capital First Home Finance Limited held on Thursday, October 04, 2018 at One Indiabulls Centre, Tower 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 at 9.00 a.m.

I, P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer, vide order dated August 10, 2018 of the National Company Law Tribunal, Mumbai Bench ("NCLT"), for Capital First Home Finance Limited ("the Company"), to scrutinize the postal ballot forms received from the Equity Shareholders and the voting done through physical ballot paper in respect of the below mentioned resolution proposed at the NCLT convened meeting of the Equity Shareholders of the Company on October 04, 2018.

The Notice of the meeting dated August 28, 2018 along with statement setting out material facts under Section 230(3) and other applicable provisions of the Companies Act, 2013 as confirmed by the Company was sent to the Equity Shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting.

The Company had provided the Equity Shareholders with the facility for casting their votes by way of postal ballot.



The Company had also provided voting by ballot paper to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier by postal ballot.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of **Friday, August 10, 2018** were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for Postal Ballot commenced on **Tuesday, September 04, 2018** at **09:00 a.m. (IST)** and ended on **Wednesday, October 03, 2018** at **05:00 p.m. (IST)**.

On October 04, 2018, at the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting by ballot paper for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot.

One empty ballot box kept for voting through ballot paper was locked in my presence with due identification marks placed by me.

None of the shareholders cast their votes through physical ballot paper at the NCLT convened meeting on October 04, 2018.

The voting done through postal ballot were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

No Postal ballot forms were found invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballot and the voting by ballot paper at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the postal ballots and the voting by ballot paper at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the Postal Ballot forms in respect of the said Resolution.



Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules, circulars and notifications made thereunder, as may be applicable, the Banking Regulation Act, 1949, the Reserve Bank of India (Amalgamation of Private Sector Banks) Directions, 2016, the Reserve Bank of India Act, 1934 and all circulars, notifications, guidelines, directions framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and all amendments thereto, any other applicable laws and regulations, the Observation Letters issued by BSE Limited and the National Stock Exchange of India Limited, both dated May 25, 2018, Competition Act, 2002, Housing Finance Companies – Approval of Acquisition or Transfer of Control (NHB) Directions, 2016 and subject to the provisions of the Memorandum and Articles of Association of Capital First Home Finance Limited and subject to approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of Capital First Home Finance Limited (hereinafter referred to as the '**Board**', which term shall be deemed to include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Composite Scheme of Amalgamation ('**Scheme**') of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors ('**Amalgamation**') as placed before this Meeting and initialed by the Chairperson of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board, Mr. Daryl Dsouza, Chief Executive Officer, Mr. Deepak Kundalia, Chief Financial Officer, Mr. Bhavik Gala, Company Secretary and Mr. Saurabh Somani, Assistant Vice President – Treasury be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and / or imposed by the Hon'ble NCLT or by any regulatory or other authorities while sanctioning the Scheme, as may be deemed fit."



(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	13,77,33,079	100.00

(ii) Voted **against** the resolution:

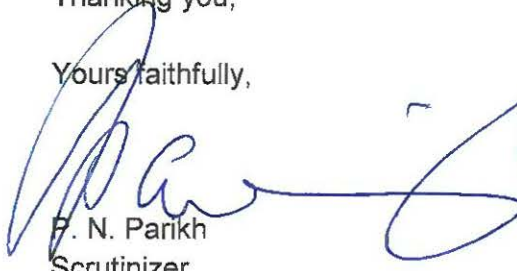
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) **Invalid** votes:

Number of members voted	Number of invalid votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,


 P. N. Parikh
 Scrutinizer
Parikh & Associates**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111, 11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri (West), Mumbai – 400053

**Place: Mumbai****Dated: October 04, 2018**

ANNEXURE III

Summary of the proceedings of the NCLT convened meeting of the equity shareholders of Capital First Securities Limited ("CFSL/ Amalgamating Company 3")

By way of an order dated August 10, 2018 (received by the Company on August 28, 2018) passed by the National Company Law Tribunal, Mumbai Bench ("NCLT") under Company Scheme Application No. 726 of 2018, a meeting of the equity shareholders of Capital First Securities Limited ("CFSL/ Amalgamating Company 3") was held on **Thursday, October 04, 2018 at 9:30 a.m.** at the One Indiabulls Centre, Tower 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013, for approving the Composite Scheme of Amalgamation of Capital First Limited, Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Amalgamation**").

As directed by the NCLT, Mr. Gaurav Mardia (Non-Executive Independent Director of CFSL) chaired the meeting. He informed the equity shareholders present that the meeting was being convened to seek approval of the equity shareholders for the proposed Amalgamation.

Mr. Anand Rai, Company Secretary of CFSL informed Mr. Mardia that as directed by the NCLT, the requisite quorum as prescribed under Section 103 of the Companies Act, 2013 was present in person and accordingly Mr. Mardia called the meeting to order.

Mr. Mardia introduced the Directors of CFSL seated on the dais. He then informed the equity shareholders that in compliance with the directions of the NCLT, a notice dated August 28, 2018 for convening the meeting was dispatched to all the equity shareholders holding shares of CFSL as on August 10, 2018. CFSL had completed the dispatch of notices to all equity shareholders as per applicable and permitted mode by September 03, 2018. The notice was also advertised in the prescribed format in accordance with the applicable law.

Thereafter, the notice of the meeting was taken as read with the permission of the equity shareholders. Mr. Mardia then gave the brief details on the Amalgamation including its rationale, the share exchange ratio, the regulatory approvals received till date etc.

Subsequently, the chairperson informed that CFSL provided the equity shareholders with the facility to vote through Postal Ballot on the resolution set forth in the notice, which was kept open from 9:00 a.m. on Tuesday, September 04, 2018 to 5:00 p.m. on Wednesday, October 03, 2018.

Equity shareholders who were present at the meeting and had not cast their votes through Postal Ballot were provided an opportunity to cast their votes at the meeting by way of Physical Ballot forms.

Mr. Mardia informed that Mr. P. N. Parikh of M/s Parikh & Associates, Company Secretary in whole time practice (holding membership number FCS 327 and CP No. 1228) of M/s Parikh & Associates, had been

appointed as the Scrutinizer for scrutinizing the entire voting process i.e. Postal Ballot and Physical Ballot forms at the Meeting and ensuring that the same is conducted in a fair and transparent manner.

Mr. Mardia then invited the equity shareholders to express their views, ask questions and seek clarifications on the Amalgamation.

The Chairperson requested Mr. Rai to respond to the queries raised by the equity shareholders.

Mr. Rai then responded to the queries and acknowledged suggestions of the equity shareholders and thanked them for their presence at the Meeting.

Mr. Mardia then put the following resolution to vote:

Item No.	Details of the Agenda	Resolution Type
1.	Approval of Composite Scheme of Amalgamation of Capital First Limited, Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.	Requisite Majority*

* majority of persons representing three-fourths in value.

Mr. Mardia thanked the equity shareholders of CFSL for attending the meeting and concluded the meeting.



To,
The Chairman appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of
Capital First Securities Limited
Technopolis Knowledge Park, A-Wing, 4th Floor,
401-407, Mahakali Caves Road, Chakala, Andheri (East),
Mumbai 400093

Dear Sir,

Sub: Consolidated Scrutinizer's Report on postal ballot conducted pursuant to applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and voting at the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meeting of the Equity Shareholders of Capital First Securities Limited held on Thursday, October 04, 2018 at One Indiabulls Centre, Tower 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 at 9.30 a.m.

I, P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer, vide order dated August 10, 2018 of the National Company Law Tribunal, Mumbai Bench ("NCLT"), for Capital First Securities Limited ("**the Company**"), to scrutinize the postal ballot forms received from the Equity Shareholders and the voting done through physical ballot paper in respect of the below mentioned resolution proposed at the NCLT convened meeting of the Equity Shareholders of the Company on October 04, 2018.

The Notice of the meeting dated August 28, 2018 along with statement setting out material facts under Section 230(3) and other applicable provisions of the Companies Act, 2013 as confirmed by the Company was sent to the Equity Shareholders in respect of the below mentioned resolution proposed at the NCLT convened meeting.

The Company had provided the Equity Shareholders with the facility for casting their votes by way of postal ballot.



The Company had also provided voting by ballot paper to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier by postal ballot.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of **Friday, August 10, 2018** were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for Postal Ballot commenced on **Tuesday, September 04, 2018** at **09:00 a.m. (IST)** and ended on **Wednesday, October 03, 2018** at **05:00 p.m. (IST)**.

On October 04, 2018, at the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting by ballot paper for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot.

One empty ballot box kept for voting through ballot paper was locked in my presence with due identification marks placed by me.

None of the shareholders cast their votes through physical ballot paper at the NCLT convened meeting on October 04, 2018.

The voting done through postal ballot were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

No Postal ballot forms were found invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballot and the voting by ballot paper at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the postal ballots and the voting by ballot paper at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the Postal Ballot forms in respect of the said Resolution.



Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules, circulars and notifications made thereunder, as may be applicable, the Banking Regulation Act, 1949, the Reserve Bank of India (Amalgamation of Private Sector Banks) Directions, 2016, the Reserve Bank of India Act, 1934 and all circulars, notifications, guidelines, directions framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and all amendments thereto, any other applicable laws and regulations, the Observation Letters issued by BSE Limited and the National Stock Exchange of India Limited, both dated May 25, 2018, Competition Act, 2002, Housing Finance Companies – Approval of Acquisition or Transfer of Control (NHB) Directions, 2016 and subject to the provisions of the Memorandum and Articles of Association of Capital First Securities Limited and subject to approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of Capital First Securities Limited (hereinafter referred to as the '**Board**', which term shall be deemed to include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Composite Scheme of Amalgamation ('Scheme') of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors ('**Amalgamation**') as placed before this Meeting and initialed by the Chairperson of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Anand Rai, Managing Director, Chief Financial Officer & Company Secretary, Mr. Kailasam Raghuraman, Director, Mr. Gourav Mardia, Director, Mr. Pankaj Sanklecha, Authorized Signatory and Mr. Satish Gaikwad, Authorized Signatory be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT or by any regulatory or other authorities while sanctioning the Scheme, as may be deemed fit."



(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	5,53,55,600	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) **Invalid** votes:

Number of members voted	Number of invalid votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

P. N. Parikh

Scrutinizer

Parikh & Associates**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111, 11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri (West), Mumbai – 400053

**Place: Mumbai****Dated: October 04, 2018**

ANNEXURE IV**Summary of the proceedings of the NCLT convened meeting of a preference shareholder of Capital First Securities Limited ("CFSL/ Amalgamating Company 3")**

By way of an order dated August 10, 2018 (received by the Company on August 28, 2018) passed by the National Company Law Tribunal, Mumbai Bench ("NCLT") under Company Scheme Application No. 726 of 2018, a meeting of the preference shareholder of Capital First Securities Limited ("CFSL/ Amalgamating Company 3") was held on **Thursday, October 04, 2018 at 10:00 a.m.** at the One Indiabulls Centre, Tower 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013, for approving the Composite Scheme of Amalgamation of Capital First Limited, Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Amalgamation").

As directed by the NCLT, Mr. Gaurav Mardia (Non-Executive Independent Director of CFSL) chaired the meeting. He informed the preference shareholder present that the meeting was being convened to seek approval of the preference shareholder for the proposed Amalgamation.

Mr. Anand Rai, Company Secretary of Capital First Securities Limited informed Mr. Mardia that as directed by the NCLT, the authorised representative of the sole preference shareholder was present in person and accordingly Mr. Mardia called the meeting to order.

Mr. Mardia introduced the Directors of CFSL seated on the dais. He then informed the preference shareholder that in compliance with the directions of the NCLT, a notice dated August 28, 2018 for convening the meeting was dispatched to the preference shareholder as on August 10, 2018 [CFSL had completed the dispatch of notices to the preference shareholder as per applicable mode by September 03, 2018. The notice was also advertised in the prescribed format in accordance with the applicable law.

Thereafter, the notice of the meeting was taken as read with the permission of the preference shareholder. Mr. Mardia then gave the brief details on the Amalgamation including its rationale, the share exchange ratio, the regulatory approvals received till date etc.

Subsequently, the chairperson informed that CFSL provided the preference shareholder with the facility to vote through Postal Ballot on the resolution set forth in the notice, which was kept open from 9:00 a.m. on Tuesday, September 04, 2018 to 5:00 p.m. on Wednesday, October 03, 2018.

The preference shareholder who was present at the meeting and had not cast his vote through Postal Ballot, was provided an opportunity to cast his vote at the meeting by way of Physical Ballot forms

Mr. Mardia informed that Mr. P. N. Parikh of M/s Parikh & Associates, Company Secretary in whole time practice (holding membership number FCS 327 and CP No. 1228) of M/s Parikh & Associates, had been appointed as the Scrutinizer for scrutinizing the entire voting process i.e. Postal Ballot and Physical Ballot forms at the Meeting and ensuring that the same is conducted in a fair and transparent manner.



Mr. Mardia then invited the preference shareholder to express their views, ask questions and seek clarifications on the Amalgamation.

The Chairperson requested Mr. Rai to respond to the queries raised by the preference shareholder. Mr. Rai then responded to the queries and acknowledged suggestions of the preference shareholder and thanked them for their presence at the Meeting.

Mr. Mardia then put the following resolution to vote:

Item No.	Details of the Agenda	Resolution Type
1.	Approval of Composite Scheme of Amalgamation of Capital First Limited, Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.	Requisite Majority*

* majority of persons representing three-fourths in value.

Mr. Mardia thanked the equity shareholders for attending the meeting and concluded the meeting.



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Preference Shareholder of
Capital First Securities Limited
Technopolis Knowledge Park, A-Wing, 4th Floor,
401-407, Mahakali Caves Road, Chakala, Andheri (East),
Mumbai 400093

Dear Sir,

Sub: Consolidated Scrutinizer's Report on postal ballot conducted pursuant to applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and voting at the National Company Law Tribunal, Mumbai Bench ("NCLT") convened meeting of the Preference Shareholder of Capital First Securities Limited held on Thursday, October 04, 2018 at One Indiabulls Centre, Tower 2B, 10th Floor, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 at 10.00 a.m.

I, P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer, vide order dated August 10, 2018 of the National Company Law Tribunal, Mumbai Bench ("NCLT"), for Capital First Securities Limited ("the Company") to scrutinize the postal ballot form received from the Preference Shareholder in respect of the below mentioned resolution proposed at the NCLT convened meeting of the Preference Shareholder of the Company on October 04, 2018.

The Notice of the meeting dated August 28, 2018 along with statement setting out material facts under Section 230(3) and other applicable provisions of the Companies Act, 2013 as confirmed by the Company was sent to the Preference Shareholder in respect of the below mentioned resolution proposed at the NCLT convened meeting.

The Company had provided the Preference Shareholder with the facility for casting their votes by way of postal ballot.

The Company had also provided voting by ballot paper to the Preference Shareholder present at the NCLT convened meeting of the Preference Shareholder and who had not cast their vote earlier by postal ballot.



The Preference Shareholder of the Company holding shares as on the “cut-off” date of **Friday, August 10, 2018** was entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Preference Shareholder.

The voting period for Postal Ballot commenced on **Tuesday, September 04, 2018** at **09:00 a.m. (IST)** and ended on **Wednesday, October 03, 2018** at **05:00 p.m. (IST)**.

On October 04, 2018, at the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting by ballot paper for the Preference Shareholder who were present at the meeting but who had not cast their vote earlier through the postal ballot.

One empty ballot box kept for voting through ballot paper was locked in my presence with due identification marks placed by me.

No shareholder cast votes through physical ballot paper at the NCLT convened meeting on October 04, 2018.

The voting done through postal ballot was reconciled with the records maintained by the Company and the authorizations lodged with the Company.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballot and the voting by ballot paper at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the postal ballots and the voting by ballot paper at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the Postal Ballot forms in respect of the said Resolution.



Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules, circulars and notifications made thereunder, as may be applicable, the Banking Regulation Act, 1949, the Reserve Bank of India (Amalgamation of Private Sector Banks) Directions, 2016, the Reserve Bank of India Act, 1934 and all circulars, notifications, guidelines, directions framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and all amendments thereto, any other applicable laws and regulations, the Observation Letters issued by BSE Limited and the National Stock Exchange of India Limited, both dated May 25, 2018, Competition Act, 2002, Housing Finance Companies – Approval of Acquisition or Transfer of Control (NHB) Directions, 2016 and subject to the provisions of the Memorandum and Articles of Association of Capital First Securities Limited and subject to approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of Capital First Securities Limited (hereinafter referred to as the '**Board**', which term shall be deemed to include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Composite Scheme of Amalgamation ('Scheme') of Capital First Limited and Capital First Home Finance Limited and Capital First Securities Limited with IDFC Bank Limited and their respective shareholders and creditors ('**Amalgamation**') as placed before this Meeting and initialed by the Chairperson of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Anand Rai, Managing Director, Chief Financial Officer & Company Secretary, Mr. Kailasam Raghuraman, Director, Mr. Gourav Mardia, Director, Mr. Pankaj Sanklecha, Authorized Signatory and Mr. Satish Gaikwad, Authorized Signatory be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT or by any regulatory or other authorities while sanctioning the Scheme, as may be deemed fit."



(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	12,00,000	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) **Invalid** votes:

Number of members voted	Number of invalid votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

P. N. Parikh

Scrutinizer

Parikh & Associates**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111, 11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri (West), Mumbai – 400053

**Place: Mumbai****Dated: October 04, 2018**