Appendix 'D'

IDFC

**MASTER ADDENDUM DATED SEPTEMBER 29, 2015 TO THE VARIOUS PROSPECTUS SET OUT AT ANNEXURE 1 HERETO, (PROSPECTUS DOCUMENTS) FOR AN AMOUNT OF RS. 2839 CRORE (RUPEES TWO THOUSAND EIGHT HUNDRED AND THIRTY NINE CRORE ONLY) BEING THE AGGREGATE OF THE AMOUNTS AS SET OUT IN THE RESPECTIVE PROSPECTUS DOCUMENTS, ("ADDENDUM").**

**This is an Addendum to the Prospectus Documents set out at Annexure 1 hereto, filed by IDFC Limited, ("IDFC"/"Company") from time to time with the Wholesale Debt Market Segment of the National Stock Exchange of India Limited and BSE Limited, for issuance of** long term infrastructure bonds, in the nature of secured, redeemable, non convertible bonds, having benefits under section 80 CCF of the Income Tax Act **("Bonds") by IDFC.** The Reserve Bank of India, (**"RBI"**) has granted an "in-principle" approval to IDFC to set up a bank vide RBI press release dated April 2, 2014, (**"In Principle Approval"**). In order to comply with the terms of the said In- Principle Approval and the Guidelines on Licensing of New Banks in the Private Sector issued by RBI on February 22, 2013, (**"Guidelines"**),IDFC is *inter alia* required to demerge its lending business/financing undertaking into the Bank, i.e. IDFC Bank Limited, (**"Demerger Process"**).

As part of the said Demerger Process, IDFC had filed a Scheme of Arrangement with the Hon'ble High Court of Judicature at Madras, (**"Scheme of Arrangement"**) for transferring its assets and liabilities, pertaining to its financing undertaking, including the outstanding Bonds into IDFC Bank Limited.

The Hon'ble High Court of Judicature at Madras has vide its Order dated June 25, 2015,("Order") approved the Scheme of Arrangement, with effect from the effective date i.e, October 1, 2015, ("Effective Date"). As a consequence thereof, with effect from the Effective Date, all assets, liabilities, rights and obligations of IDFC in relation to its financing undertaking shall stand transferred to IDFC Bank Limited. The RBI has vide its letter dated July 23, 2015 granted the final banking license to IDFC Bank Limited for carrying on banking business in India in the private sector. Further, the Department of Financial Services, Ministry of Finance, Government of India has granted its approval for transferring the Bonds from IDFC to IDFC Bank Limited. On and from the Effective Date, the said Bonds shall be unsecured in nature in terms of the Scheme of Arrangement, the Order and the Applicable Law.

**Amendments**

In pursuance thereof, Prospectus Documents will be amended from the Effective Date to the extent set out hereunder:

1. The term "IDFC"/ "Company" /"Issuer", wherever appearing in the Prospectus Documents shall be read as "IDFC Bank Limited, a company incorporated under the Companies Act, 2013 and a banking company within the meaning of the Banking Regulation Act, 1949 and having its registered office at KRM Tower, 8th Floor, No. 1, Harrington Road, Chetpet, Chennai – 600 031."

IDFC LIMITED MUMBAI

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2. The term "Security" and clauses pertaining thereto wherever appearing in the Prospectus Documents shall stand deleted in its entirety;
3. The term "asset cover" and clauses pertaining thereto wherever appearing in the Prospectus Documents shall stand deleted in its entirety;
4. The Bonds shall remain a senior debt instrument and shall rank *pari-passu* with other unsubordinated obligations of the Company, except for obligations mandatorily preferred by law applying to companies generally.

All other terms and conditions of the Prospectus Documents shall remain unchanged. This Addendum shall form an integral part of the Prospectus Documents. In case of inconsistency between the terms of this Addendum and the respective Prospectus Documents, this Addendum shall prevail.

All capitalized terms not defined herein shall have the meaning ascribed thereto in the Prospectus Documents.

Place: Mumbai

**For IDFC Bank Limited**

Date: September 29, 2015

For IDFC Bank Limited
Mahendra N. Shah
Company Secretary

**For IDFC Limited**

Date: September 29, 2015

For IDFC Limited
Ketan S. Kulkarni
Director – Secretarial