



September 27, 2022

The Manager – Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai-400051

The Manager – Listing Department
BSE Limited
1st Floor, P.J. Towers,
Dalal Street
Mumbai -400 001

Sub: Outcome of 25th Annual General Meeting - IDFC Limited

Dear Sirs/Madam,

Pursuant to Regulation 30 Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), we hereby submit the Proceedings / Outcome of 25th Annual General Meeting of the Shareholders of IDFC Limited ("**the Company**") which was held on Tuesday, September 27, 2022 at 11.00 a.m. through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') through facility provided by KFin Technologies Limited ('KFin') in compliance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI Listing Regulations. The AGM has been convened and held as per the directive(s) of relevant Authorities.

In this regard, please find enclosed the following-

(1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I**

(2) Report of Scrutinizer dated September 27, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure – II**.

(3) Annual Report for the financial year 2021-22 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013-as **Annexure – III**.

(4) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure - IV**.

Please take the above on records.

For IDFC Limited

SHIVANGI
MAHESH
MISTRY

Digitally signed by
SHIVANGI MAHESH
MISTRY
Date: 2022.09.27
19:06:45 +05'30'

Shivangi Mistry
Company Secretary

Encl.: a/a

IDFC Limited

Corporate Office: 906/907, 9th Floor, Embassy Centre, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400021 Tel: +91 22 4222 2000

Reg. Office: 4th floor, Capitale Tower, 555, Anna Salai, Thiru Vi Ka Kudiyruppu, Teynampet, Chennai – 600 018 Tel: +91 (44) 4564 4201 FAX: +91 (44) 4564 4222

CIN: L65191TN1997PLC037415 info@idfc.com www.idfc.com

B&A
BHANDARI & ASSOCIATES
 COMPANY SECRETARIES

Consolidated Scrutinizer's Report for Remote E-Voting & E-Voting at the 25th Annual General Meeting of IDFC Limited held on September 27, 2022

[Pursuant to section 108 of the Companies Act, 2013 and
 Companies (Management and Administration) Rules, 2014 as amended]

To,
 The Chairman
 IDFC Limited
 [CIN: L65191TN1997PLC037415]
 906/907, 9th Floor,
 Embassy Centre,
 Jamnalal Bajaj Road,
 Nariman Point, Mumbai - 400021

Dear Sir,

I, Manisha Maheshwari, Partner of M/s Bhandari & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of IDFC Limited ("the Company") for the purpose of scrutinizing the voting by electronic means i.e. "remote e-voting" and through electronic voting system at the 25th Annual General Meeting ("AGM") of the shareholders of the Company, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolutions contained in the Notice of the AGM, held on Tuesday, September 27, 2022 at 11:00 a.m. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and the rules made thereunder including Ministry of Corporate Affairs ("MCA") General Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/ 2021 dated January 13, 2021, Circular No. 21/ 2021 dated December 14, 2021 and Circular No. 02/ 2022 dated May 05, 2022 (collectively referred to as MCA Circulars) and the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter collectively referred to as "SEBI Circulars") issued by SEBI and Listing Regulations relating to voting through electronic means by remote e-voting and electronic voting at the AGM by the shareholders on the resolutions proposed in the Notice calling the AGM.

My responsibility as a scrutinizer for the e-voting process is restricted to prepare the Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the KFin Technologies Limited, the authorized service provider for extending the facility of electronic voting to the shareholders of the Company.



Further to the above, I submit my report as under:

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 and Regulation 44 of Listing Regulations and MCA Circulars and SEBI Circulars, the Company has availed the e-voting facility offered by KFin Technologies Limited for conducting remote e-voting and e-voting at the AGM by the Shareholders who attended the AGM through VC / OAVM and who had not cast their vote through remote e-voting.
- (ii) In terms of MCA Circulars and SEBI Circulars, the Company had sent the notice of AGM in electronic form only to its members whose name(s) appeared in the Register of members/ list of beneficiaries as on August 26, 2022.
- (iii) The public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper 'Financial Express' (All India Edition) and 'Makkal Kural' (Chennai Edition) of wide circulation in their respective editions September 02, 2022.
- (iv) The shareholders of the Company holding shares as on the cut-off date i.e., Tuesday, September 20, 2022 were entitled to vote on the resolutions as set out in the Notice of the AGM.
- (v) The voting period for remote e-voting commenced Thursday, September 22, 2022 at 9:00 a.m. and end on Monday, September 26, 2022 at 5.00 p.m. and thereafter, the voting portal was blocked forthwith.
- (vi) After the conclusion of AGM, the report on the e-voting carried at the AGM and remote e-voting process were unblocked by me in the presence of two witnesses Ms. Palak Vora and Ms. Swati Warriar and diligently scrutinized.
- (vii) I have scrutinized and verified the votes cast through remote e-voting and e-voting at the AGM based on the data generated from KFin Technologies Limited e-voting portal.

I now submit my Consolidated Report on the Results of the remote e-voting and e-voting at the AGM in respect of said resolutions as under:



Item No. 1: Ordinary Resolution

Adoption of the audited standalone financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon;

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

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at AGM	12	36,49,801	100
Remote e-voting	978	88,33,88,374	100
Total	990	88,70,38,175	100

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

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at AGM	0	0	0
Remote e-voting	49	17,644	Negligible
Total	49	17,644	Negligible

(iii) Invalid votes:

Mode of voting	Number of Members voted	Number of votes cast by Members
E-voting at AGM	0	0
Remote e-voting	0	0
Total	0	0



Item No. 2: Special Resolution

Appointment of Mr. Mahendra N Shah as the Managing Director of the Company with effect from October 01, 2022 upto September 30, 2023.

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

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at AGM	12	36,49,801	100
Remote e-voting	872	77,18,94,948	87.23
Total	884	77,55,44,749	87.29

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

Mode of voting	Number of members voted	Number of votes cast by Members	% of total number of valid votes cast
E-voting at AGM	0	0	0
Remote e-voting	146	11,29,61,794	12.77
Total	146	11,29,61,794	12.71

(iii) Invalid votes:

Mode of voting	Number of Members voted	Number of votes cast by Members
E-voting at AGM	0	0
Remote e-voting	0	0
Total	0	0



- (viii) All the resolutions mentioned in the AGM notice dated August 29, 2022 as per the details above stand passed with the requisite majority.
- (ix) The electronic data and all other relevant records relating to the e-voting is under my safe custody and all will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the 25th AGM.

Thanking You,

Yours Faithfully,
For Bhandari & Associates
Company Secretaries

Manisha

Manisha Maheshwari
Partner
ACS No. 30224
C.P. No. 11031
ICSI UDIN: A030224D001054931



Mumbai | September 27, 2022

Palak Vora

Witness 1: Palak Vora

Swati

Witness 2: Swati Warriar

Counter signed by:
For IDFC Limited

Shivangi

Shivangi Mistry
Company Secretary
(Under Authority by Chairman)