July 1, 2018

The Manager - Listing Department National Stock Exchange of India Limited Bandra Kurla Complex Bandra (E) Mumbai 400051 NSE Scrip Code: IDFC	The Manager - Listing Department BSE Limited 1st Floor, P. J. Towers, Dalal Street, Mumbai 400001 BSE Scrip Code: 532659
National Securities Depository Ltd Tradeworld, 4th& 5th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400 013	Central Depository Services (India) Ltd Phiroze Jeejeebhoy Towers 28th Floor, Dalal Street Mumbai - 400 001

Dear Sir / Madam,

Sub: Intimation of the Notice of the Twenty-First (21st) Annual General Meeting ("AGM") and Book Closure

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this is to inform you that the **21st Annual General Meeting (AGM)** of **IDFC Limited** ('IDFC' or 'the Company') will be held on **Tuesday, July 31, 2018** at **02:00 p.m.** at Sir Mutha Venkatasubba Rao Concert Hall (Inside Lady Andal School Premises) Shenstone Park, # 13/1 Harrington Road, Chetpet, Chennai – 600 031,Tamil Nadu, India.

Following agenda items are proposed for consideration by the Shareholders at the ensuing AGM:

ORDINARY BUSINESS

Sr. No	Details of the Proposed Resolution	Ordinary/Special Resolution
1.	To consider and adopt: a. the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon; and b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.;	**Ordinary**
2.	Declaration of Dividend	**Ordinary**
3.	To appoint a Director in place of Mr. Soumyajit Ghosh (DIN: 07698741), who retires by rotation and being eligible, offers himself for reappointment.	**Ordinary**

SPECIAL BUSINESS

Sr. No	Details of the Proposed Resolution	Ordinary/Special Resolution
4.	Payment of Commission to Non-Executive Directors	**Ordinary**

IDFC LIMITED MUMBAI

IDFC Limited
Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051 Tel: +91 22 4222 2000 / 6147 8383
Registered Office: KRM Towers, 7th Floor, No. 1, Harrington Road, Chetpet, Chennai 600 031 Tel: +91 44 4564 4000 Fax: +91 44 4564 4022
CIN: L65191TN1997PLC037415 info@idfc.com www.idfc.com

5.	Reappointment of Mr. Vinod Rai (DIN: 01119922) as an Independent Director of the Company	**Special**
6.	Offer and Issue of Non-Convertible Securities through Private Placement	**Special**
7.	Alteration of Articles of Association	**Special**

Book Closure Date for Dividend

The Register of Members and Share Transfer Books will remain closed from **Wednesday, July 25, 2018 to Tuesday, July 31, 2018** (both days inclusive) for determining the names of Members eligible to receive dividend on equity shares.

Dividend as recommended by the Board of Directors for the financial year ended March 31, 2018, at the rate of 7.5% i.e. Rs. 0.75 per equity share of Rs. 10 each, if approved by the Members at the AGM, will be payable after **Tuesday, July 31, 2018**, 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 **Tuesday, July 24, 2018**.
- In physical mode, if their names appear in the Register of Members at the close of business hours on **Tuesday, July 24, 2018**.

Further we are enclosing herewith notice of the 21st AGM of the Company for the financial year 2017-18.
We request to take the above document on record.

Thanking you,
Yours faithfully,

For IDFC Limited

IDFC LIMITED MUMBAI

Amol A. Ranade
Company Secretary

C.C: Mr. V Rajendra Prasad, Karvy Computershare Private Ltd.

IDFC LIMITED

IDFC LIMITED

Corporate Identity Number: L65191TN1997PLC037415 info@idfc.com; www.idfc.com

Regd. Office: KRM Towers, 7th Floor, No. 1, Harrington Road, Chetpet, Chennai - 600 031. **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. **Tel:** + 91 22 4222 2000 **Fax:** +91 22 2654 0354

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting (**"AGM"**) of the Members of IDFC Limited ("**IDFC"** or **"the Company"**) will be held on **Tuesday, July 31, 2018 at 2:00 p.m.** at Sir Mutha Venkatasubba Rao Concert Hall (Inside Lady Andal School Premises), Shenstone Park, # 13/1 Harrington Road, Chetpet, Chennai – 600 031, Tamil Nadu, India, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:

a. the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon; and

b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.

2. To declare dividend on equity shares of the Company.

3. To appoint a Director in place of Mr. Soumyajit Ghosh (DIN: 07698741), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. Payment of Commission to Non-Executive Directors

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

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the payment of remuneration, in addition to the sitting fees being paid / payable for attending the meetings of the Board and its committees thereof, by way of commission or otherwise, not exceeding in aggregate of 1% of the Net Profits of the Company, to be paid to and distributed amongst the Non-Executive Directors of the Company or some or any of them (other than Managing Director and Whole-time Director of the Company) as may be decided by the Board of Directors [hereinafter referred to as the **"Board"**, which term shall include the Nomination & Remuneration Committee (**"NRC"**) and / or any other Committee constituted by the Board for this purpose from time to time] for a period of three years commencing from April 1, 2018 to March 31, 2021, computed in the manner provided in Section 198 of the Companies Act, 2013 for each corresponding financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all approvals as may be required to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any Officer(s) of the Company."

5. Reappointment of Mr. Vinod Rai as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 and other applicable Rules, including any statutory modification(s) or re-enactment(s) thereof for time being in force and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vinod Rai (DIN: 01119922), in respect of whom the Company has received a notice in writing from a Member signifying his intention to propose Mr. Vinod Rai for the office of Independent Director of the Company, be and is hereby reappointed as an Independent Director of the Company for a period of 3 (three) consecutive years, from July 31, 2018 to July 30, 2021 and who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Vinod Rai be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013 and as approved by the Members at the 21st AGM of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. Amol Ranade - Company Secretary, be and are hereby severally authorised to sign and file the requisite

forms and returns and other documents 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. Offer and Issue of Non-Convertible Securities through Private Placement

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to all the applicable laws and regulations, including but not limited to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; SEBI (Issue and Listing of Debt Securities) Regulations, 2008; Foreign Exchange Management Act, 1999; the Reserve Bank of India Act, 1934, including any amendment, modification, variation or re-enactment thereof and the Memorandum and Articles of Association and subject to receipt of such approval(s), consent(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board",** which term shall include any Committee thereof) to borrow from time to time, by issuance of Non-Convertible Securities, including but not limited to Non-Convertible Debentures (**"NCDs"**) and Commercial Papers (**"CPs"**), on Private Placement basis, with a view to augment the business of the Company, up to an amount not exceeding ₹ 2,000 crore (Rupees Two Thousand crore only), under one or more shelf disclosure documents, for the period of one year from the conclusion of 21st (Twenty First) Annual General Meeting (**"AGM"**) on such terms and conditions as the Board may deem fit and appropriate for each series as the case may be.

RESOLVED FURTHER THAT the said limit of ₹2,000 crore (Rupees Two Thousand crore only) shall be within the overall borrowing limit of ₹10,000 crore (Rupees Ten Thousand crore only) as approved by the Members at its 19th (Nineteenth) AGM under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and Mr. Amol Ranade, Company Secretary be and are hereby severally authorised to sign all such forms and returns and other documents 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. Alteration of Articles of Association

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable requirements of the Reserve Bank of India and subject to all applicable laws and regulations, including but not limited to Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members be and is hereby accorded to replace existing Article 60A of the Articles of Association of the Company with the below new Article 60A:-

"60A. The Board may refuse to transfer the shares of the Company under the Companies Act, 2013 and the Rules made thereunder and decline to register such transfer, in the following circumstances:

*(a) Until such time, the Company remains direct / indirect promoter of IDFC Bank Limited and where the Transferee does not meet the 'Fit and Proper' criteria specified by the Reserve Bank of India (**"RBI"**), for the Promoters / Promoter Groups in order to be eligible to promote banks, as contained in the RBI Guidelines for Licensing of New Banks in the Private Sector dated February 22, 2013 or such other guidelines or notification or directions, issued by the RBI, from time to time.*

(b) Until such time, the Company remains direct / indirect promoter of IDFC Bank Limited, no person shall, except with the prior approval of the RBI, on an application being made, acquire or agree to acquire, directly or indirectly, by himself or through any other person(s) acting in concert, shares of IDFC Limited or voting rights therein, which acquisition taken together with the shares / voting rights / compulsorily convertible debentures / bonds, if any, already held by him or his relative or associate enterprise or person(s) acting in concert with him, makes the person (s) to hold in aggregate 5% or more of the paid-up share capital of IDFC Limited or entitles him to exercise 5% or more of the voting rights in IDFC Limited and / or which may result in aggregate direct / indirect shareholding of 5% or more in IDFC Bank Limited."

Notwithstanding anything contained in these Articles of Association, the decision of the Board will be final and binding on any transfer of shares.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. Amol Ranade, Company Secretary, 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."

By order of the Board of Directors

Amol Ranade
Company Secretary

Mumbai | June 26, 2018

NOTICE (continued)

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice 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 COMPANY. PROXY IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY'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 Company. A Member who is holding more than ten percent (10%) of the total share capital of the Company 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 6:00 p.m. at the Registered Office, provided that not less than three days of notice in writing is given to the Company.

   d. Members / Proxies / Representatives are requested to bring their copies of the Annual Report and the Attendance Slip sent herewith to attend the AGM.

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 Act, 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 Company or by sending an email on amol.ranade@idfc.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. Brief resume and other details of Directors proposed to be appointed / reappointed as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**) are given in the Exhibit to the Notice.

6. 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 Company and at the AGM.

7. 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 Company and at the AGM.

8. Members desirous of getting any information about the accounts and / or operations of the Company are requested to write to the Company Secretary at least seven days before the date of the AGM to enable the Company to keep information ready at the AGM.

9. All the documents referred to in the accompanying Notice and Statement pursuant to Section 102 of the Companies Act, 2013, are open for inspection in both physical and electronic form during business hours from 9:30 a.m. to 6:00 p.m. on all working days up to the date of the AGM at the Corporate Office of the Company i.e. Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 and at the Registered Office i.e. KRM Towers, 7th Floor, No. 1, Harrington Road, Chetpet, Chennai - 600 031 and will also be available at the venue of the AGM.

10. The Certificate from the Statutory Auditors of the Company certifying that the Company's Employee Stock Option Scheme is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time and in accordance with the resolutions passed by the Members at the General Meetings, will be available for inspection by the Members at the AGM.

11. **Dividend:**

    a. The Register of Members and Share Transfer Books will remain closed from **Wednesday, July 25, 2018 to Tuesday, July 31, 2018** (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, 2018, 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 after **Tuesday, July 31, 2018** 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 **Tuesday, July 24, 2018**.

- In physical mode, if their names appear in the Register of Members at the close of business hours on **Tuesday, July 24, 2018**. The instruments of transfer in respect of shares held in physical form of the Company should be lodged with Karvy Computershare Private Limited [Unit: IDFC 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 **Tuesday, July 24, 2018**.

12. Members are requested to address all correspondence, including change in address, bank account details and dividend matters, to Karvy at the address given in point no. 11 above. 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. SEBI *vide* its circular dated April 20, 2018 has made it mandatory for the Company to collect copy of Income Tax Permanent Account Number (PAN) and bank account details of all security holders holding securities in physical form. Accordingly, all Shareholders holding shares in physical form are requested to submit duly attested documents to Karvy.

14. Pursuant to the applicable provisions of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (Seven) years from the date of its transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (**"IEPF"**) established by the Central Government. Accordingly, the request for unclaimed dividend in respect of FY11 must reach to the Company or Karvy on or before August 29, 2018 failing which it would be transferred to IEPF after that date.

15. The shares in respect of the Members who have not claimed the Dividend for consecutive period of 7 (seven) years, i.e. since FY11 would be transferred to IEPF. Members who have not claimed the Dividend since FY11 are requested to claim the same to avoid their shares being transferred to IEPF.

16. **GREEN INITIATIVE:**

    a. In support of the Green Initiative, the Annual Report for FY18, Notice and instructions for E-Voting alongwith the Attendance Slip and Proxy Form are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / 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 for FY18 are being sent by the permitted mode. Members may also note that Notice and the Annual Report are also available for download from the website of the Company: www.idfc.com.

    b. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. Karvy.

17. **E-VOTING:**

    a. In terms of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI LODR Regulations, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. **Tuesday, July 24, 2018** to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice ("**Remote e-voting**"). The Remote e-voting will start on **Thursday, July 26, 2018** at **9:00 a.m.** and end on **Monday, July 30, 2018** at **5:00 p.m.** e-voting module shall be disabled by Karvy for voting thereafter. 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 Company 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 Company as on the cut-off date i.e. **Tuesday, July 24, 2018.**

    c. The Company has engaged the services of Karvy as the Agency to provide e-voting facility.

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

    e. An Attendance slip containing the e-voting USER ID & PASSWORD along with detailed instructions for Remote e-voting are sent along with this Notice.

18. The Results declared along with the Scrutinizer's Report will be available on the website of the Company (www.idfc.com)

and on the Service Provider's website (evoting.karvy.com) and communication of the same will be sent to BSE Limited and National Stock Exchange of India Limited and shall also be displayed on the Notice Board of the Registered and Corporate office of the Company within 48 hours from the conclusion of the AGM.

19. The route map of the venue of the Meeting forms part of this Notice.

20. **ATTENDANCE REGISTRATION:**

    a. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM along with a valid identity proof and seek registration before entering the meeting hall.

    b. Alternatively, to facilitate smooth registration / entry, the Company has also provided web check-in facility, which would help the Shareholders to enter the AGM hall directly without going through the registration formalities at the registration counters.

    c. The online registration facility will be available from **Thursday, July 26, 2018** at **9:00 a.m.** to **Monday, July 30, 2018** at **5:00 p.m.**

    The procedure of web check-in is as follows:

    i. Log in to **https://karisma.karvy.com** and click on tab **"Web check-in for General Meeting"**

    ii. Select the Company name

    iii. Pass through the security credentials viz, DP ID, Client ID / Folio No., and 'CAPTCHA' as directed by the system and click on the submit button.

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

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

    The Shareholder needs to furnish the printed Attendance slip along with a valid identity proof.

NOTICE (continued)

ANNEXURE TO NOTICE

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

Item No. 4

Payment of Commission to Non-Executive Directors

Currently, the composition of the Board comprises of 5 Independent Directors, 2 Nominee Directors and 1 Managing Director & CEO. The Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as corporate strategy, macro economics, governance, legal, finance and risk management and it is necessary that adequate compensation should be given to the Non-Executive Directors (**"NEDs"**) for the valuable contribution made by them towards the business of the Company.

The Shareholders of the Company at its 16th AGM held on July 29, 2013, had accorded their approval for the payment of remuneration by way of commission or otherwise, not exceeding in aggregate of 1% of the Net Profits of the Company, to be paid to and distributed amongst any or all NEDs of the Company as may be decided by the Board of Directors or a Committee thereof from time to time, for a period of five years commencing from April 1, 2013 to March 31, 2018.

Nomination and Remuneration Committee (**"NRC"**) recommended to continue compensating NEDs for their time and efforts and also to retain and attract the pool of talent for the business. Based on recommendation of the NRC, the Board of Directors of the Company approved continuation of payment of commission to NEDs subject to the approval of the Shareholders. Further, the Board would determine the specific amount to be paid as commission to the NEDs which shall not exceed in aggregate of 1% of the Net Profits of the Company as computed in the manner provided in Section 198 of the Companies Act, 2013.

Hence, it is proposed to seek the approval of the Shareholders at the ensuing AGM to pay commission to NEDs, for a period of three years starting from April 1, 2018 and ending on March 31, 2021.

All the NEDs of the Company, other than Mr. Soumyajit Ghosh, are concerned or interested in the proposed resolution.

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

Item no. 5

Reappointment of Mr. Vinod Rai as an Independent Director of the Company

Mr. Vinod Rai was appointed as an Independent Director (**"ID"**) for a period of 3 (three) years from the conclusion of the 18th AGM of the Company held for FY15 till the conclusion of the ensuing AGM of the Company. As per the provisions of Section 149(10) & (11) of the Companies Act, 2013, an ID shall be eligible for another term, if the same is approved by the Shareholders by way of Special Resolution. First term of Mr. Vinod Rai ends at the ensuing AGM to be held for FY18. He brings to the Board his rich experience and insights. The Company continues to benefit from his guidance. Considering his valuable contributions and on the basis of the report of the performance evaluation, the Nomination and Remuneration Committee of the Company, at its meeting held on April 27, 2018, recommended the reappointment of Mr. Vinod Rai as ID for a period of 3 (three) years, from July 31, 2018 to July 30, 2021

Based on the recommendation of the Nomination and Remuneration Committee and performance evaluation, the Board of Directors of the Company at its meeting held on April 27, 2018 approved and proposed to Members, the reappointment of Mr. Vinod Rai as ID for a period of 3 (three) years, from July 31, 2018 to July 30, 2021.

Mr. Vinod Rai fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**) and is independent of the Management. In the opinion of the Board, Mr. Vinod Rai possesses necessary knowledge, experience and expertise for being reappointed as ID. He shall not be liable to retire by rotation. He will be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013 and as approved by the Members at 21st AGM of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose Mr. Vinod Rai for the office of Independent Director of the Company. Mr. Vinod Rai 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 their affirmance to the Code of Independent Directors as prescribed under Schedule IV of the Companies Act, 2013.

The profile of Mr. Vinod Rai in terms of Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and details of his remuneration last drawn have been provided in the Exhibit to this Notice.

Except Mr. Vinod Rai, none of the Directors or 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 a Special Resolution as set out in Item No. 5 of this Notice.

NOTICE (continued)

Item no. 6

Offer and Issue of Non-Convertible Securities through Private Placement

IDFC has been borrowing through issue of Secured Redeemable Non-Convertible Debentures (**"NCDs"**) and Commercial Papers (**"CPs"**) on Private Placement (**"PP"**) basis, from time to time. 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 PP basis. Every proposed offer of securities or invitation to subscribe to securities on PP basis requires prior approval of the Shareholders of the Company by way of Special Resolution. However, in case of offer / issuance of NCDs, passing of a Special Resolution by the Shareholders for all such offers / invitation for such debentures, once in a year is sufficient.

In view of the aforesaid provisions and in order to augment the business of the Company, it is proposed to seek approval of the Shareholders for borrowing, from time to time, by issuance of Non-Convertible Securities, on PP basis, including but not limited to NCDs and CPs up to an amount not exceeding ₹ 2,000 crore (Rupees Two Thousand crore only) under one or more shelf disclosure documents, for the period of one year from the conclusion of 21st (Twenty First) AGM on such terms and conditions as the Board may deem fit and appropriate for each series as the case may be. The said limit of ₹ 2,000 crore shall be within the overall borrowing limit of ₹ 10,000 crore (Rupees Ten Thousand crore only) as approved by the Shareholders at its 19th (Nineteenth) AGM under Section 180(1)(c) of the Companies Act, 2013.

The pricing of the NCDs and CPs 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 or 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 a Special Resolution as set out in Item No. 6 of this Notice.

Item no. 7

Alteration of Articles of Association

The Reserve Bank of India (**"RBI"**), while issuing Banking licence to IDFC Limited (**"IDFC"**) being promoter of IDFC Bank Limited, had stipulated certain terms and conditions, one of which being restrictions on the transfer of shares of IDFC that no person, without obtaining prior approval of RBI, directly or indirectly, by himself or acting in concert with any other person, can acquire 5% or more paid up equity share capital or voting rights therein of IDFC, which acquisition taken together with the shares / voting rights / compulsorily convertible debentures/ bonds, if any, already held by him or his relative or associate enterprise or person acting in concert with him and / or which may result in aggregating shareholding or voting rights therein of 5% or more (directly or indirectly) in IDFC Bank Limited (**"IDFC Bank"**), in a transaction or in a series of transactions.

Further, Section 58 of the Companies Act, 2013 provides that the shares of a public company are freely transferable. However, Section 58(4) recognises that in certain cases, the Board of Directors of a Company can refuse to register a transfer. Such a refusal can only be made for a "sufficient cause". The power to refuse a transfer can only be used in very limited circumstances such as a requirement of RBI in this case.

Before obtaining Banking license, the existing Article 60A was inserted in the Articles of Association (**"AoA"**) after taking approval of the Shareholders on March 30, 2015 by way of postal ballot. The said article restricted aggregate indirect shareholding of any individual or entity or group in IDFC Bank being equivalent to 5% or more of the paid-up voting equity capital of IDFC Bank, in order to avoid hostile takeover of IDFC / IDFC Bank.

However, banking license conditions prescribed by RBI on IDFC being promoter of IDFC Bank requires putting the same restriction on aggregate shareholding of any person / person(s) acting in concert in IDFC holding equivalent to 5% or more of the paid-up voting equity capital of IDFC.

In order to comply with the restrictions relating to transfer of shares in certain circumstances as required above, it is proposed to replace the existing Article 60A of AoA. The Board of Directors recommended the same to the Shareholders of the Company.

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

The Draft AoA of the Company will be open for inspection between 10:00 a.m. to 1:00 p.m. on all working days till the ensuing AGM at the Corporate Office of the Company i.e. Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 and at the Registered Office i.e. KRM Towers, 7th Floor, No. 1, Harrington Road, Chetpet, Chennai - 600 031.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 7 for approval of the Shareholders.

By order of the Board of Directors

Amol Ranade
Company Secretary

Mumbai | June 26, 2018

EXHIBIT TO NOTICE

Pursuant to the Companies Act, 2013, Regulation 36(3) of SEBI LODR Regulations and SS - 2 following information is furnished in respect of Directors proposed to be appointed/reappointed.

Name of the Director	**Mr. Soumyajit Ghosh**	**Mr. Vinod Rai**
Date of Birth (Age)	October 11, 1974 (43 years)	May 23, 1948 (70 years)
Date of Appointment	January 11, 2017	June 30, 2015
Detailed Profile including Nature of Expertise	He is B.Sc. Statistics (Hons) and acts as a Nominee Director of Government of India. Mr. Soumyajit Ghosh is Under Secretary with Department of Financial Services (DFS), Ministry of Finance, Government of India. He has experience in Administration of Financial Rules and has handled administrative matters pertaining to Promotions of All India Services, legal issues and procurement matters, including defense procurement. Presently, he is handling administrative and other matters relating to Financial Institutions namely, EXIM Bank, IIFCL, IFCI Limited etc. He is also handling the issues relating to the revival of stressed assets in infrastructure sector.	Mr. Vinod Rai was the former Comptroller and Auditor General of India. Mr. Rai has wide experience of working in various capacities at both, the Central and State Governments. He was the Chairman of Banks Board Bureau constituted by the Government of India under Ministry of Finance. His previous position was as Secretary in the Ministry of Finance - GoI, where he was responsible for managing the Financial Services sector, including banks and insurance companies. He had been a Director on several Boards including the State Bank of India, ICICI Bank, IDBI Bank and Life Insurance Corporation of India. Mr. Rai was instrumental in setting up the India Infrastructure Finance Company Limited and was also on the Board of this company. Mr. Rai has also been the Principal Secretary (Finance) in the State Government of Kerala, apart from holding senior positions in the Ministries of Commerce and Defence, GoI. Mr. Vinod Rai has a Masters Degree in Economics from Delhi School of Economics, University of Delhi. He has a Masters Degree in Public Administration from Harvard University, USA.
No. of Board Meetings attended / held during 2017-18	5/8	8/8
Directorships held in all other companies	NIL	1. IDFC Financial Holding Company Limited 2. Grassroot Trading Network for Women 3. Shubham Housing Development Finance Company Private Limited 4. Apollo Tyres Limited 5. LAVA International Limited
Memberships (**"M"**)/ Chairmanships (**"C"**) of Committees of the Board of all companies	NIL	**1. IDFC Limited** • Audit Committee - M • Stakeholders' Relationship Committee - C • Nomination & Remuneration Committee - M • Risk Management Committee - M • Investment Committee - C **2. IDFC Financial Holding Company Limited** • Nomination & Remuneration Committee - M
Number of Equity Shares held in the Company	NIL	NIL
Inter-se relationship with other Directors/Manager/ KMP	No relationship	No relationship
Details of Remuneration sought to be paid	NIL	1. Sitting Fees and 2. Commission* *Refer Table 3 of the Corporate Governance Report which forms part of this Annual Report
Remuneration last drawn by the Director	NIL	Refer Table 4 of the Corporate Governance Report which forms part of this Annual Report

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IDFC LIMITED

IDFC LIMITED

Corporate Identity Number: L65191TN1997PLC037415 info@idfc.com; www.idfc.com

Regd. Office: KRM Towers, 7th Floor, No. 1, Harrington Road, Chetpet, Chennai - 600 031. **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. **Tel:** + 91 22 4222 2000 **Fax:** +91 22 2654 0354

PROXY FORM

Form No. MGT-11

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

21ST ANNUAL GENERAL MEETING – TUESDAY, JULY 31, 2018

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

I/We, being the holder(s) of _____ equity shares of IDFC 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 / or vote (by way of ballot paper) for me / us and on my / our behalf at the 21st Annual General Meeting of the Company, to be held on **Tuesday, July 31, 2018 at 2.00 p.m**. at **Sir Mutha Venkatasubba Rao Concert Hall** (Inside Lady Andal School Premises), Shenstone Park, # 13/1 Harrington Road, Chetpet, Chennai – 600 031, Tamil Nadu, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	**Particulars**	**Vote (Optional[2]) (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 Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon; and b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.			
2.	Declaration of Dividend			
3.	To appoint a Director in place of Mr. Soumyajit Ghosh (DIN: 07698741), who retires by rotation and being eligible, offers himself for reappointment.			
SPECIAL BUSINESS				
4.	Payment of Commission to Non-Executive Directors			
5.	Reappointment of Mr. Vinod Rai (DIN: 01119922) as an Independent Director of the Company			
6.	Offer and Issue of Non-Convertible Securities through Private Placement			
7.	Alteration of Articles of Association			

Signed this _____ day of _____ 2018

AFFIX Revenue Stamp of ₹ 1

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

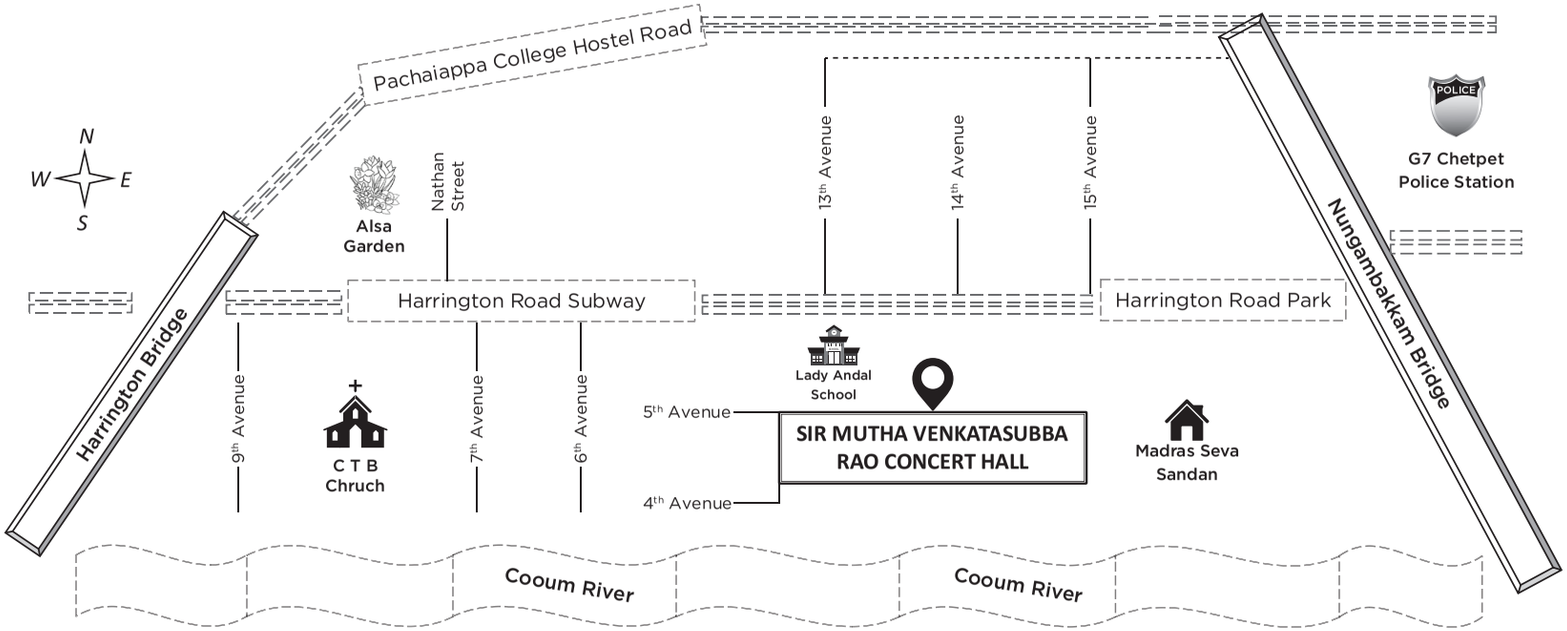
Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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.

21ST AGM OF IDFC LIMITED

SIR MUTHA VENKATASUBBA RAO CONCERT HALL

(Inside Lady Andal School Premises), Shenstone Park, # 13/1 Harrington Road, Chetpet, Chennai – 600 031, Tamil Nadu, India.



ROUTE MAP FOR IDFC LIMITED AGM VENUE