



July 30, 2014

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

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

Re: Clause 35A of the Listing Agreement – Voting Result

Dear Sir,

In accordance with Clause 35A of the Listing Agreement, we wish to inform you that at the 17th Annual General Meeting of the Shareholders of the Company which was held on Tuesday, July 29, 2014 at The Music Academy, New No. 168 (Old No 306), T.T.K Road, Royapettah, Chennai 600 014 at 2:00 p.m., the following business were transacted.

SL. No.	Description	Particulars		
A	Date of the AGM	July 29, 2014		
B	Book-Closure Date	July 19, 2014 to July 29, 2014 (both days inclusive), Cut off date for E-Voting - June 30, 2014		
C	Total Number of Shareholders on record date/cut off date for E-voting purpose.	3,93,381		
D.	No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	Present in Person	Present through Proxy	Total
	Promoters and Promoter Group	NA	NA	NA
	Public	1555	70	1625
	Total	1555	70	1625
E	No. of Shareholders attended the meeting through Video Conferencing No Video Conferencing facility was made available			





Outcome of the 17th Annual General Meeting of the Shareholders of the Company

The 17th Annual General Meeting of the Shareholders of our Company was held on Tuesday, July 29, 2014 at 2:00 p.m. at The Music Academy, New No 168 (Old No 306), T.T.K Road, Royapettah, Chennai 600 014.

The Shareholders transacted the following business;

Ordinary Business

Details of the Agenda

S. No	Details of Agenda	Resolution required (Ordinary/Special)	Mode of voting: E- Voting + Electronic Voting + Assent/ Dissent Form at AGM
Ordinary Business			
1.	Adoption of Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and the Cash Flow Statement for the year ended March 31, 2014 and the Reports of the Directors' and the Auditors thereon.	Ordinary	E- Voting + InstaPol* + Assent/ Dissent Form at AGM
2.	Declaration of Dividend @ Rs 2.60/- (i.e. 26%) per equity share	Ordinary	E- Voting + InstaPol* + Assent/ Dissent Form at AGM
3.	Reappointment of Mr. Joseph Dominic Silva as Director of the Company	Ordinary	E- Voting + InstaPol* + Assent/ Dissent Form at AGM
4.	Reappointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Auditors of the Company.	Ordinary	E- Voting + InstaPol* + Assent/ Dissent Form at AGM
Special Business			
5.	Appointment of Mr. S. H. Khan (DIN - 00006170) as an Independent Director	Ordinary	E- Voting + InstaPol* + Assent/ Dissent Form at AGM
6.	Appointment of Mr. Gautam Kaji (DIN - 02333127) as an Independent Director.	Ordinary	E- Voting + InstaPol* + Assent/ Dissent Form at AGM
7.	Appointment of Mr. Donald Peck (DIN - 00140734) as an Independent Director.	Ordinary	E- Voting + InstaPol* + Assent/ Dissent Form at AGM





8.	Approval of the Borrowing Limits of the Company.	Special	<i>E- Voting + InstaPol* + Assent/ Dissent Form at AGM</i>
9.	Offer and Issue Non-Convertible Securities under Private Placement	Special	<i>E- Voting + InstaPol* + Assent/ Dissent Form at AGM</i>
10.	Further Issue of Securities	Special	<i>E- Voting + InstaPol* + Assent/ Dissent Form at AGM</i>
11.	Alteration of the Object Clause of Memorandum of Association of the Company	Special	<i>E- Voting + InstaPol* + Assent/ Dissent Form at AGM</i>

**electronic voting at the AGM*

In case of Poll/Postal ballot/E-voting: **As per Annexure**

Kindly take the above information on records.

For IDFC Limited

**Mahendra Shah
Company Secretary**



Resolution	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Adoption of Accounts for the year ended March 31, 2014	Public – Institutional Holders	1070597009	705216397	65.8713	705216397	0	100	0
	Public-Others	446235071	270599337	60.6405	270592720	6617	99.9975	0.0024
	Total	1516832080	975815734		975809117	6617		
Declaration of Dividend @ Rs 2.60/- (i.e. 26%) per equity share	Public – Institutional Holders	1070597009	705791794	65.9251	705791794	0	100	0
	Public-Others	446235071	270599382	60.6405	270598192	1190	99.9995	0.0004
	Total	1516832080	976391176		976389986	1190		
Reappointment of Mr. Joseph Dominic Silva as Director of the Company	Public – Institutional Holders	1070597009	705712413	65.9177	564696201	141016212	80.0178	19.9821
	Public-Others	446235071	270597957	60.6402	270585864	12093	99.9955	0.0044
	Total	1516832080	976310370		835282065	141028305		
Reappointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Auditors of the Company.	Public – Institutional Holders	1070597009	701099481	65.4868	592167153	108932328	84.4626	15.5373
	Public-Others	446235071	270599132	60.6405	270590693	8439	99.9968	0.0031
	Total	1516832080	971698613		862757846	108940767		
Appointment of Mr. S. H. Khan (DIN - 00006170) as an Independent Director	Public – Institutional Holders	1070597009	695882809	64.9995	650595985	45286824	93.4921	6.5078
	Public-Others	446235071	270596982	60.64	270588101	8881	99.9967	0.0032
	Total	1516832080	966479791		921184086	45295705		
Appointment of Mr. Gautam Kaji (DIN - 02333127) as an Independent Director	Public – Institutional Holders	1070597009	701962172	65.5674	579738129	122224043	82.5882	17.4117
	Public-Others	446235071	270596937	60.64	270588537	8400	99.9968	0.0031
	Total	1516832080	972559109		850326666	122232443		
Appointment of Mr. Donald Peck (DIN - 00140734) as an Independent Director	Public – Institutional Holders	1070597009	701025381	65.4799	566051511	134973870	80.7462	19.2537
	Public-Others	446235071	270596982	60.64	270588067	8915	99.9967	0.0032
	Total	1516832080	971622363		836639578	134982785		
Approval of the Borrowing Limits of the Company.	Public – Institutional Holders	1070597009	705791794	65.9251	701169541	4622253	99.345	0.6549
	Public-Others	446235071	270599132	60.6405	270590921	8211	99.9969	0.003
	Total	1516832080	976390926		971760462	4630464		
Offer and Issue Non-Convertible Securities under Private Placement	Public – Institutional Holders	1070597009	705791794	65.9251	682188345	23603449	96.6557	3.3442
	Public-Others	446235071	270599127	60.6405	270581247	17880	99.9933	0.0066
	Total	1516832080	976390921		952769592	23621329		
Further Issue of Securities	Public – Institutional Holders	1070597009	705791794	65.9251	702774894	3016900	99.5725	0.4274
	Public-Others	446235071	270599087	60.6405	270583234	15853	99.9941	0.0058
	Total	1516832080	976390881		973358128	3032753		
Alteration of the Object Clause of Memorandum of Association of the Company	Public – Institutional Holders	1070597009	705791794	65.9251	705791794	0	100	0
	Public-Others	446235071	270598432	60.6403	270584387	14045	99.9948	0.0051
	Total	1516832080	976390226		976376181	14045		



**COMBINED SCRUTINIZER REPORT FOR E-VOTING, INSTAPOL AND
ASSENT / DISSENT FORM AT THE AGM FOR IDFC LIMITED**

To,
The Chairman
IDFC Limited

Regd. Office:

KRM Tower, 8th Floor,
No 1, Harrington Road,
Chetpet, Chennai 600031

Corp. Office:

Naman Chambers 6th Floor,
C-32, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Sub: Passing of Resolution through e-voting, voting through Assent/Dissent form distributed at the 17th Annual General Meeting ("AGM") and Instapoll conducted at the 17th AGM of IDFC Limited held on Tuesday, July 29, 2014 at The Music Academy, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600014

The Company had appointed me as a Scrutinizer to scrutinize the e-voting process and also for the voting conducted through Assent/Dissent form distributed at the 17th AGM of the Company held on Tuesday July 29, 2014 AND Instapoll held at the aforesaid AGM.

The e-voting was held between Wednesday July 23, 2014 (10 a.m.) and Friday July 25, 2014 (5 p.m.).

The Company had appointed Karvy Computershare Private Limited ("KCPL") as the Service Provider, for extending the facility of e-voting to the shareholders of the Company from July 23, 2014 till July 25, 2014. KCPL is also the Registrar and Share Transfer Agent ("RTA") for the Company. The e-voting results were unblocked by me on July 26, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizers Report on E-voting dated July 26, 2014 attached herewith marked as Annexure 1.

C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, B/H BSE, Fort, Mumbai
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com



Resl : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

At the 17th AGM of the Company held on July 29, 2014, the Chairman of the Company had suo-moto i.e. on his own motion decided to extend the facility of voting on the resolutions of the AGM Notice dated June 30, 2014, through physical Assent/Dissent form and Instapoll (a new concept developed by their RTA), to the shareholders present at the AGM who had earlier not participated in e-voting held between July 23, 2014 and July 25, 2014.

The shareholders were asked to participate in either of the two processes - physical Assent/Dissent form or InstaPoll, which again was subject to the shareholders' present not having participated earlier through e-voting. This was done for the sake of good governance and transparency.

The Chairman of the Company had appointed me as the Scrutinizer for the entire voting process i.e. e-voting, voting through Assent/Dissent form and Instapoll.

A summary of voting done through Assent / Dissent form at the AGM and the Instapoll results is given in Annexure 2.

The Result of the e-voting together with the Assent / Dissent form and Instapoll are as under:

Item No. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 1 of the Notice (Ordinary Resolution)	E-voting	514338260	100.00	5700	0.00	65456
	Assent/ Dissent form and Instapoll	461470857	99.99	917	0.01	18245708
	TOTAL	975809117	99.99	6617	0.01	18311164
Item No. 2 of the Notice (Ordinary Resolution)	E-voting	514919402	100.00	000	0.00	65411
	Assent/ Dissent form and Instapoll	461470584	99.99	1190	0.01	18245708
	TOTAL	976389986	99.99	1190	0.01	18311119



Item No. 3 of the Notice (Ordinary Resolution)	E-voting	385433051	74.86	129405820	25.14	145942
	Assent/ Dissent form and Instapoll	449849014	97.48	11622485	2.52	18245983
	TOTAL	835282065	85.55	141028305	14.45	18391925
Item No. 4 of the Notice (Ordinary Resolution)	E-voting	402141826	78.82	108085013	21.18	4757974
	Assent/ Dissent form and Instapoll	460616020	99.81	855754	0.19	18245708
	TOTAL	862757846	88.79	108940767	11.21	23003682
Item No. 5 of the Notice (Ordinary Resolution)	E-voting	461496330	91.38	43511687	8.62	9974796
	Assent/ Dissent form and Instapoll	459687756	99.61	1784018	0.39	18245708
	TOTAL	921184086	95.31	45295705	4.69	28220504
Item No. 6 of the Notice (Ordinary Resolution)	E-voting	398693534	78.01	112393801	21.99	3897478
	Assent/ Dissent form and Instapoll	451633132	97.87	9838642	2.13	18245708
	TOTAL	850326666	87.43	122232443	12.57	22143186
Item No. 7 of the Notice (Ordinary Resolution)	E-voting	386788514	75.82	123362075	24.18	4834224
	Assent/ Dissent form and Instapoll	449851064	97.48	11620710	2.52	18245708
	TOTAL	836639578	86.11	134982785	13.89	23079932



Item No. 8 of the Notice (Special Resolution)	E-voting	510290138	99.10	4629014	0.90	65661
	Assent/ Dissent form and Instapoll	461470324	99.99	1450	0.01	18245708
	TOTAL	971760462	99.53	4630464	0.47	18311369
Item No. 9 of the Notice (Special Resolution)	E-voting	491299853	95.41	23619294	4.59	65661
	Assent/ Dissent form and Instapoll	461469739	99.99	2035	0.01	18245708
	TOTAL	952769592	97.58	23621329	2.42	18311369
Item No. 10 of the Notice (Special Resolution)	E-voting	511887269	99.41	3031838	0.59	65706
	Assent/ Dissent form and Instapoll	461470859	99.99	915	0.01	18245708
	TOTAL	973358128	99.69	3032753	0.31	18311414
Item No. 11 of the Notice (Special Resolution)	E-voting	514905322	100.00	13130	0.00	66356
	Assent/ Dissent form and Instapoll	461470859	99.99	915	0.01	18245708
	TOTAL	976376181	99.99	14045	0.01	18312064

All the aforesaid Resolutions stand passed under e-voting, Assent/Dissent form and Instapoll with the requisite majority. The Company is hereby instructed to put up the results on its website and also that of the service provider and inform the Stock Exchanges accordingly within two days of the AGM.



I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Assent/Dissent form and Instapoll by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course.

Thanking you,
Yours Faithfully
For BN & Associates
Company Secretaries



A handwritten signature in blue ink, appearing to be "CS B Narasimhan".

CS B Narasimhan Place: Mumbai Date: July 30, 2014
(Proprietor) COP no 10440

A handwritten signature in blue ink, appearing to be "Rajiv B. Lall".

Signed by Mr. RAJIV B. LALL (Chairman)