

IDFC LIMITED

17TH ANNUAL GENERAL MEETING HELD ON TUESDAY, JULY 29, 2014 AT 2.00 P.M. AT CHENNAI

DECLARATION OF RESULTS ON E-VOTING, INSTAPOLL AND ASSENT / DISSENT FORM

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Rules prescribed there under and in accordance with the Listing Agreement, the Company had provided e-voting facility to its Members to cast their votes electronically on all the resolutions mentioned in the Notice convening the 17th Annual General Meeting (“AGM”) of IDFC Limited held on July 29, 2014.

The e-voting commenced at 10.00 A.M on July 23, 2014 and ended on July 25, 2014 at 5.00 P.M.

For the Members who attended the AGM and who had not casted their votes through e-voting, the Company provided the facility of voting through physical Assent/Dissent form and Instapoll (a new concept developed by Karvy Computershare Private Limited).

Mr. B Narasimham, Company Secretary in Practice and a Member of the Central Council of the Institute of the Company Secretaries of India (ICSI) was appointed as the Scrutinizer for scrutinizing the entire voting process i.e. e-voting, voting at AGM through Assent/Dissent form and Instapoll.

Based on the combined Scrutinizers Report dated July 30, 2014 for e-voting, Instapoll and Assent / Dissent form, I declare the resolutions contained in the Notice convening the 17th AGM as passed with requisite majority.

The details of the results are as summarized below –

Particulars		% Votes in favour	% Votes Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014.	99.99	0.01
2.	To declare dividend on equity shares.	99.99	0.01





3.	To appoint a Director in place of Mr. Joseph Dominic Silva, who retires by rotation and being eligible, offers himself for reappointment.	85.55	14.45
4.	To appoint Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors for the financial year ending March 31, 2015.	88.79	11.21
SPECIAL BUSINESS			
5.	Appointment of Mr. S. H. Khan as an Independent Director	95.31	4.69
6.	Appointment of Mr. Gautam Kaji as an Independent Director	87.43	12.57
7.	Appointment of Mr. Donald Peck as an Independent Director	86.11	13.89
8.	Approval of the Borrowing Limits of the Company	99.53	0.47
9.	Offer and Issue Non-Convertible Securities under Private Placement	97.58	2.42
10.	Further Issue of Securities	99.69	0.31
11.	Alteration of the Object Clause of Memorandum of Association of the Company	99.99	0.01

For IDFC Limited

Rajiv B. Lall
Executive Chairman



Date: July 30, 2014

Place: Mumbai

**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



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)