



IDFC LIMITED

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Corp. Office: 906/907, 9th Floor, Embassy Centre, Jammalal Bajaj Road, Nariman Point, Mumbai - 400 021 Tel +91 22 2282 1549 Fax: +91 44 22 2421 5052

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting (“AGM”) of the Members of IDFC Limited (“IDFC” or “the Company”) will be held on **Wednesday, September 22, 2021 at 11:00 a.m.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2021 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, 2021 and the Report of the Auditors thereon.
2. To consider and appoint Statutory Auditors and to fix their remuneration

“RESOLVED THAT pursuant to the provisions of Sections 139, 140, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules if any, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India (‘RBI’) and pursuant to the recommendations of the Audit Committee, Khimji Kunverji & Co LLP, Chartered Accountants, LLP (FRN 105146W/W-100621) be and are hereby appointed as the Statutory Auditors of the Company, for a period of Three (3) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company to be held for FY24, on a remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS

3. Appointment of Dr. Jaimini Bhagwati as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of, Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Dr. Jaimini Bhagwati (DIN: 07274047) in respect of whom the Company has received a notice in writing from a Member signifying the intention to propose Dr. Jaimini Bhagwati as a candidate for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company w.e.f. May 25, 2021 to hold office for a consecutive period of 3 (three) years.

RESOLVED FURTHER THAT Dr. Jaimini Bhagwati shall not be liable to retire by rotation during his tenure as an Independent Director.

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, Dr. Jaimini Bhagwati be paid such fees and 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 this AGM of the Company held on September 22, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company or Mr. Mahendra N Shah, Company Secretary & Compliance Officer, be and are hereby severally authorized 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.”

4. Appointment of Mr. Anil Singhvi as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of, Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Anil Singhvi (DIN: 00239589) in respect of whom the Company has received a notice in writing from a Member signifying the intention to propose Mr. Anil Singhvi as a candidate for the office of an Independent Director, be and is hereby appointed as an Independent Director of the

NOTICE (continued)

Company w.e.f. May 25, 2021 to hold office for a consecutive period of 3 (three) years.

RESOLVED FURTHER THAT Mr. Anil Singhvi shall not be liable to retire by rotation during his tenure as an Independent Director.

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. Anil Singhvi be paid such fees and 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 this AGM of the Company held on September 22, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company or Mr. Mahendra N Shah, Company Secretary & Compliance Officer, be and are hereby severally authorized 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."

5. Appointment of Mr. Vinod Rai

To consider, and if thought fit, to pass the following as a **Ordinary 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 the time being in force and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to appoint Mr. Vinod Rai (DIN:00041867) as Non-Independent Non-Executive Director with effect from May 25, 2021 up to May 22, 2023.

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 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 this AGM of the Company held on September 22, 2021.

RESOLVED FURTHER THAT the Board of Directors and Mr. Mahendra N. Shah, Company Secretary be and are hereby severally authorised to sign and file the requisite forms and returns and other documents with statutory / regulatory authorities and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

6. Payment of Commission to Non-Executive Directors

To consider, and if thought fit, to pass, the following as a **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, 2021 to March 31, 2024, computed in the manner provided in Section 198 of the Companies Act, 2013 for each corresponding financial year.

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or inadequate profits the remuneration as decided by the Board or any Committee thereof from time to time, shall be paid to 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 as per the provisions of the Companies Act, 2013 read with the applicable provisions of Schedule V of the Companies Act, 2013 and Rules made there under.

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."

By order of the Board of Directors

Mumbai | August 11, 2021

Mahendra N Shah
Company Secretary

NOTICE (continued)

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 as amended from time to time (collectively referred to as “MCA Circulars”) and in accordance with circular dated May 12, 2020 read with circular dated December 9, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means (“VC/OAVM”), without physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 24th Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM” or “e-AGM”).
2. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories / DPs in order to increase the efficiency of the voting process. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Businesses set out in the Notice is annexed hereto. Brief resume and other details of Director proposed to be appointed / reappointed as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (“SEBI LODR Regulations”) are given in the Exhibit to the Notice.
3. e-AGM: Company has appointed KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at scrutinizer.idfc@kfintech.com with a copy marked to mahendra.shah@idfc.com
6. (a) Members holding shares in physical mode are requested to address all correspondence, including change in address / bank account details, to KFin Technologies Private Limited [Unit: IDFC Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, India (“KFin”). 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”).
(b) 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 KFin.
(c) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical mode can download the nomination form by logging in <https://kprism.kfintech.com/> or write to einward.ris@kfintech.com for the nomination registration process. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form.
(d) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFin, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities or mutation of names of the deceased shareholder. In view of this and to eliminate all risks associated with physical shares and for ease of managing their portfolio members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, KFin Technologies Private Limited for any assistance in this regard.
8. Attending e-AGM: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com/> by clicking on “Video Conference” and access the shareholders’/ members’ login by using the remote e-voting credentials. Kindly refer note no. 17 below for detailed instruction for participating in e-AGM through Video Conferencing. The Members can join the e-AGM 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.

NOTICE (continued)

9. As per the MCA Circular up to 1000 members will be able to join the e-AGM on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, scrutinizer etc.
10. A member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Company's Registrar and Transfer Agent KFin Technologies Private Limited. Kindly refer Note no. 18 below for detailed instruction for remote e-voting.
12. Voting during the AGM: Members who are present at the e-AGM through VC and have not cast their vote on resolutions through remote e-voting may cast their vote during the e-AGM through the e-voting system provided by KFin Technologies Private Limited in the Video Conferencing platform during the e-AGM. Kindly refer Note no. 19 below for instruction for e-voting during the AGM.
13. The Company has fixed Wednesday, September 15, 2021 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-AGM.
14. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the e-AGM.
15. In compliance with aforesaid MCA Circular dated May 12, 2020 read with circular dated January 13, 2021 and SEBI circular dated May 12, 2020 read with circular dated December 9, 2020 and January 15, 2021 Notice of the e-AGM along with the Annual Report for the financial year ended on 31st March, 2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at www.idfc.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively where the Company's shares are listed. The same is also available on the website of KFin Technologies Private Limited at the website address <https://evoting.kfintech.com/>.
16. Procedure for registering the email addresses and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form)
 - i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited by sending an e-mail request at the email ID ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.
 - ii. Those members who have not registered their email addresses with the Company's RTA / Depository Participants, as the case may be, are requested to visit <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and follow the process as mentioned on the landing page to receive the Annual Report, AGM Notice and Voting Instructions. In case of any queries, shareholder may write to einward.ris@kfintech.com.
 - iii. Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, in case the shares held in physical form.
17. Instructions to the Members for attending the e-AGM through Video Conference:
 - i. Attending the e-AGM: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may access the same at logging in <https://emeetings.kfintech.com/> using the login credentials and click on "Video Conference". Select the EVEN and click on the camera icon to join the meeting.
 - ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-Voting in Note No. 18 below.
 - iii. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 - iv. Further Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
 - v. Please note that participants using Mobile Devices or Tablets or Laptops and are accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - vi. Submission of Questions / queries prior to e-AGM:

NOTICE (continued)

- a. Members desiring any additional information with regard to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's investor email-id i.e. mahendra.shah@idfc.com at least 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date.
 - b. Alternatively, shareholders holding shares as on cut-off date may also visit <https://emeetings.kfintech.com/> and click on the tab "Post Your Queries Here"" to post their queries/ views/ questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.
- vii. Speaker Registration before e-AGM: In addition to above, speaker registration may also be allowed during the remote e-voting period. Shareholders who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during this period. Shareholders are requested to wait for their turn to be called by the Chairman of the meeting or the moderator as the case maybe, during the Question Answer Session. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in note no. 17(vi) above.
 - viii. All documents referred to in the accompanying explanatory statement are available for inspection upto the date of the e-AGM on the website of the Company at the following weblink: http://www.idfc.com/investor_relations/annual_report.htm
 - ix. Members who wish to inspect, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to: Shivangi.mistry@idfc.com
18. Instructions for members for remote e-Voting: In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFin Technologies Private Limited ('remote e-voting'). Members attending the e-AGM who have not already cast their vote by remote e-Voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman
 - i. The remote e-voting facility will be available during the following period:
 - a. Day, date and time of commencement of remote e-voting: Saturday, **September 18, 2021 at 9:00 a.m.**
 - b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: **Tuesday, September 21, 2021 at 5:00 p.m.**
 - ii. Details of Website: <https://emeetings.kfintech.com/>
 - iii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being Wednesday, September 15, 2021. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.
 - iv. The Company is sending through email, the AGM Notice and the Annual Report to the shareholders whose names are recorded as on Friday, August 20, 2021 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires shares of the Company and becomes Member of the Company after Friday, August 20, 2021 being the date reckoned for sending the AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. Wednesday, September 15, 2021, may obtain the User Id and password for joining the AGM in the manner as mentioned below:
 - a) If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS:
MYEPWD <space> Folio number or DPID Client ID to +91-9212993399

Example for NSDL:
MYEPWD<SPACE>IN12345612345678

Example for CDSL:
MYEPWD<SPACE>402345612345678

Example for Physical: MYEPWD<SPACE>1234567890
 - b) Member may call KFin's Toll free number 1800-309-4001.
 - c) Member may send an e-mail request to evoting@kfintech.com.
 - v. Details of persons to be contacted for issues relating to e-voting:
Ms. Krishna Priya M , Senior Manager - Corporate Registry, KFin Technologies Private Limited,
Unit: IDFC
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032.
Contact No. 040-6716 2222/ 7961 1000

NOTICE (continued)

Toll free number 1800-309-4001,
E-mail: priya.maddula@kfintech.com

vi. Details of Scrutinizer: Mr. B. Narasimhan (FCS No. 1303 and COP No. 10440) of M/s BN & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vii. **The details of the process and manner for remote e-Voting and e-AGM are explained herein below:**

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p>

Type of shareholders	Login Method
	<p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/ Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p>

NOTICE (continued)

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - After entering these details appropriately, click on "LOGIN".
 - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to

change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.
vi. On successful login, the system will prompt you to select the "EVEN" i.e., '6135 - AGM' and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id narsimhan.b8@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow

NOTICE (continued)

the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at mahendra.shah@idfc.com. Questions /queries received by the Company till September 20, 2021 shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

viii. The Scrutinizer's decision on the validity of the vote shall be final.

ix. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.

x. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the e-AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.

xii. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. www.idfc.com and on the website of KFin Technologies Private Limited i.e. <https://emeetings.kfintech.com/>. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited. The result shall also be displayed on the Notice Board at the Registered Office of the Company.

xiii. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.

19. Instructions for members for Voting during the e-AGM session:

i. The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.

ii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The shareholders shall be guided about the process during the e-AGM.

iii. Members / shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.

NOTICE (continued)

ANNEXURE TO NOTICE

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

Item no. 2

At the 20th AGM of the Company held on July 28, 2017, the Shareholders had approved the appointment of Price Waterhouse & Co, Chartered Accountants LLP (FRN 304026E/E300009) ("PWC") as Statutory Auditors for a period of 5 years to hold office from the conclusion of the 20th AGM till the conclusion of the 25th AGM of the Company.

As per the guidelines issued by RBI vide RBI/ 2020-21/25 ref no. DOS.CO.ARG/SEC.01/08.091.001/2021-22 dated April 27, 2021 for appointment/reappointment Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks excluding Regional Rural Banks (RRBs), United Co-operative Banks (UCBs) and NBFCs including Housing Finance Companies (HFCs) entities regulated by the Reserve Bank of India have to mandatorily rotate Statutory Auditors at the end of 3 (three) years. The said guidelines would be applicable for FY 2021-22 and onwards. NBFCs shall have flexibility to adopt these guidelines from H2(second half) of FY 2021-22. Accordingly, The Audit Committee and Board of Directors of IDFC Limited, at its respective meeting held on July 28, 2021 and August 11, 2021 proposed the appointment of Khimji Kunverji Co LLP as Statutory Auditors of the IDFC Limited for a period of 3 years'.

The Board of Directors recommend passing of an Ordinary Resolution as set out in Item No. 2 for approval of the Shareholders

Item no. 3

The Company had received the letter from Government of India, Ministry of Finance, Department of Financial Services informing about the withdrawal of nomination of Mr. Anshuman Sharma (DIN: 07555065) and Mr. Soumyajit Ghosh (DIN: 07698741) as Nominee Directors from the Board of IDFC Limited with immediate effect.

As per Regulation 17(1)(c) of SEBI (Listing Obligation and Disclosures Requirements) Regulation 2015, the board of directors of the top 2000 (with effect from April 1, 2020) listed entities (as per the market capitalization) shall comprise of not less than six directors.

Due to sudden and immediate withdrawal of Government Nominees from the Board, the number of Directors on the Board of the Company had reduced from 6 to 4.

The Nomination and remuneration Committee of the Company recommended the appointment of Dr. Jaimini Bhagwati (DIN: 07274047) as an Additional Directors in the category of Independent Director on the Board of IDFC Limited. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company approved the appointments of Dr. Jaimini Bhagwati as an Additional Directors in the category of Independent Director w.e.f. May 25, 2021.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Dr. Jaimini Bhagwati for the office of Independent Director. The profile of Dr. Jaimini Bhagwati in terms of the 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 Dr. Jaimini Bhagwati, none of the Directors or their relatives, is in any way, financial or otherwise, interested or concerned in this resolution.

The Board of Directors recommend passing of an Ordinary Resolution as set out in Item No. 3 for approval of the Shareholders

Item no. 4

To comply with Regulation 17(1)(c) of SEBI LODR Regulations 2015, the Nomination and Remuneration Committee of the Company recommended the appointment of Mr. Anil Singhvi (DIN: 00239589) as an Additional Directors in the category of Independent Director on the Board of IDFC Limited. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company approved the appointments of Mr. Anil Singhvi as an Additional Directors in the category of Independent Director w.e.f. May 25, 2021.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Mr. Anil Singhvi for the office of Independent Director. The profile of Mr. Anil Singhvi in terms of the 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. Anil Singhvi, none of the Directors or their relatives, is in any way, financial or otherwise, interested or concerned in this resolution.

The Board of Directors recommend passing of an Ordinary Resolution as set out in Item No. 4 for approval of the Shareholders

Item no. 5

Mr. Vinod Rai has been Independent Non-executive Director of the Company since June 30, 2015. His 2nd term as an Independent Director will expire on July 30, 2021.

Mr. Vinod Rai has been instrumental in guiding the Company to simplify the Corporate Structure of IDFC Limited which included demerger of IDFC Bank, Listing of IDFC Bank and Merger of IDFC Bank with Capital First. His expertise and experience have always helped IDFC to execute the corporate restructuring.

Pursuant to section 149(11) of the Companies Act, 2013, "no independent director can hold office for more than two consecutive terms". Accordingly, Mr. Rai resigned as Independent Director. Mr. Rai would attain the age of 75 years on May 23, 2023. Considering his contribution to IDFC Limited and also to continue the prestigious association and services of Mr. Vinod Rai,

NOTICE (continued)

the Nomination and remuneration Committee of the Company recommended to appoint Mr. Vinod Rai (DIN:00041867) as Non-Independent Non-Executive Director with effect from May 25, 2021 up to May 22, 2023.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Mr. Vinod Rai for the office of Non-executive Director. The profile of Mr. Vinod Rai in terms of the 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 their relatives, is in any way, financial or otherwise, interested or concerned in this resolution.

The Board of Directors recommend passing of an Ordinary Resolution as set out in Item No. 5 for approval of the Shareholders.

Item No. 6

Currently, the composition of the Board comprises of 4 Independent Directors, 1 Non-Executive Non-Independent Director and 1 Managing Director & CEO. The Directors of the Company bring with them professional expertise and rich experience across a wide spectrum of functional areas such as corporate strategy, macroeconomics, governance, legal, finance and risk management and it is necessary that adequate compensation be paid to the Non-Executive Directors (“NEDs”) for the valuable contribution made by them towards the operations of the Company.

The Shareholders of the Company at its 21st AGM held on July 31, 2018, 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 Three years commencing from April 1, 2018, which period expired on March 31, 2021.

On 18th March 2021 two amendments were notified by Ministry of Corporate Affairs in the Companies Act 2013. As per these amendments, Section 197 was made effective for payment of remuneration to NED and this amendment made it possible for companies to give remuneration to NEDs and IDs even when there is no /adequate profits made by the company.

IDFC LTD is a holding company and holds investments in IDFC FIRST Bank and IDFC Asset Management Company through its wholly owned subsidiary IDFC Financial Holding Company Limited. IDFC Limited itself has no business operations or other source of operating income. The primary source of income for IDFC Limited is dividend income from its investments in these two entities which is unpredictable especially in the current uncertain business and economic climate. Sale proceeds received on sale of non-core assets and investments in the past have been partly returned to shareholders as dividend and partly used to invest in shares of IDFC FIRST Bank to comply with RBI guidelines. Going forward, the Company in certain years may end up with no/inadequate profits,

unlike in past. The Board is examining various options including corporate restructuring to enable shareholders to get maximum value for their investment.

Based on above facts, the Nomination and Remuneration Committee (“NRC”) recommended to continue compensating NEDs for their time and efforts on the same basis as in the past. **Considering the recommendation of the NRC, the Board of Directors of the Company approved continuation of payment of commission at the same level to NEDs as currently being paid for March 31, 2021, subject to the approval of the Shareholders.** In the event of no profits/ inadequate profit, remuneration may be paid as per the provisions of Schedule V 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, 2021 and ending on March 31, 2024. The commission that is being currently paid is well within the limits prescribed by the amended provisions of the Companies Act, 2013.

All the Directors of the Company, are concerned or interested in the proposed resolution except Mr Sunil Kakar. The Board of Directors recommend passing of an ordinary resolution as set out in Item No. 6 of this Notice.

By order of the Board of Directors

Mumbai | August 11, 2021

Mahendra N Shah
Company Secretary

NOTICE (continued)

EXHIBIT TO NOTICE

Pursuant to Regulation 36(3) of SEBI LODR Regulations, following information is furnished in respect of Directors proposed to be appointed / reappointed.

Name of the Director	Dr. Jaimini Bhagwati	Mr. Anil Singhvi	Mr. Vinod Rai
Date of Birth	September 03,1953	June 30, 1959	May 23, 1948
Age	68 years	61 years	73 years
Date of Appointment	May 25, 2021	May 25, 2021	May 25, 2021
Detailed Profile including Nature of Expertise	<p>Dr. Jaimini Bhagwati is a former IFS officer, economist and foreign policy expert. He was the high commissioner to the UK and ambassador to the European Union, Belgium and Luxembourg.</p> <p>Dr. Bhagwati has served in senior positions in the Government of India, including in foreign affairs, finance and atomic energy. In his earlier role at the World Bank, he was a specialist in international bond and derivatives markets and was the RBI chair professor at ICRIER.</p> <p>Dr. Bhagwati received his PhD in Finance from Tufts University, USA. He did his Master's in Physics from St Stephen's College, Delhi and a Master's in Finance from the Massachusetts Institute of Technology, USA. He has published research papers in several books, ICRIER and at the World Bank.</p>	<p>Mr. Anil Singhvi is Chairman of Ican Investments Advisors Pvt Ltd, a Business Consultancy firm. Mr. Singhvi, a Chartered Accountant, has over 35 years of experience in Corporate sector, out of which he spent 22 years with Ambuja Cements Ltd, where he rose from Manager to Managing Director & CEO. He played a defining role in making of Ambuja Cements. In 2012 he founded IIAS (Institutional Investor Advisory Services India Ltd), proxy advisory company for Institutional Investors. This is a pioneering effort in India for improving Corporate Governance and accountability of the Corporates. IIAS covers over 800 Indian Corporates and advises Investors on the issues of corporate governance and voting.</p> <p>He is advisor to Corporates & Private Equity firms in India. Apart from this, he is also Director on various companies, some of which are Hindustan Construction Co. Ltd, Subex Ltd, Shree Digvijay Cement Co. Ltd, Institutional Investor Advisory Services India Ltd, Steiner AG, Zurich, Greatship (India) Limited, and as a Governing Council member of Foundation for Liberal and Management Education (FLAME University). FLAME was founded to impart Liberal Arts education for Undergraduate students. He has been involved with FLAME from its inception. FLAME is uniquely positioned as one of the only institute in India for Liberal Arts education.</p> <p>He is also closely associated as Trustee with SAMPARC - a non government organization (founded in 1990) that helps to empower the destitute children and provides them not only shelter but a complete way of life. SAMPARC shelters over 800 such children by running 8 homes in the different parts of the country.</p>	<p>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.</p> <p>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.</p>
No. of Board Meetings attended during 2020-21	0 out of 0	0 out of 0	9 out of 9

NOTICE (continued)

EXHIBIT TO NOTICE (Contd.)

Name of the Director	Dr. Jaimini Bhagwati	Mr. Anil Singhvi	Mr. Vinod Rai
Directorships held in all other companies	<ol style="list-style-type: none"> IDFC Financial Holding Company Limited IDFC AMC TRUSTEE COMPANY LIMITED 	<ol style="list-style-type: none"> Hindustan Construction Co. Ltd. Subex Ltd. Shree Digvijay Cement Co. Ltd. ACRE Institutional Investor Advisory Services India Ltd Pathfinder Advisors Pvt Ltd Ican Investments Advisors Pvt Ltd Foundation for Liberal and Management Education IIAS Research Foundation 	<ol style="list-style-type: none"> IDFC Financial Holding Company Limited Grassroot Trading Network for Women Shubham Housing Development Finance Company Private Limited Apollo Tyres Limited LAVA International Limited IDFC Asset Management Company Limited
Memberships ("M")/ Chairmanships ("C") of Committees of the Board of all companies	<p>IDFC Limited</p> <ol style="list-style-type: none"> Corporate Social Responsibility - Chairman Stakeholder Relationship Committee - member Risk management Committee - Member Allotment & Share Transfer Committee - Member Strategy & Investment Committee - Member <p>IDFC Financial Holding Company Limited</p> <ol style="list-style-type: none"> Corporate Social Responsibility - Chairman Audit & Risk Committee _ Chairman Nomination & remuneration Committee - Chairman Strategy & Investment Committee - Member <p>IDFC AMC Trustee Company Limited</p> <ol style="list-style-type: none"> Audit & Risk Committee - Member 	<p>IDFC Limited</p> <ol style="list-style-type: none"> Audit Committee-Chairman Risk Management committee - Member Stakeholders Relationship Committee - Member Strategy and Investment Committee - Member <p>Hindustan Construction Co. Ltd.</p> <ol style="list-style-type: none"> Audit committee - Member Nomination & Remuneration Committee - Member <p>Subex Ltd.</p> <ol style="list-style-type: none"> Audit Committee - Member Nomination & Remuneration Committee - Member Stakeholders Relationship Committee - Chairman Corporate Social Responsibility Committee - Chairman Risk Management committee - Chairman <p>Shree Digvijay Cement Co. Ltd.</p> <ol style="list-style-type: none"> Nomination & Remuneration Committee - Member Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee Chairman <p>ACRE</p> <ol style="list-style-type: none"> Audit Committee -Chairman Nomination & Remuneration Committee- Chairman Risk Management committee- Member <p>Institutional Investor Advisory Services India Ltd</p> <ol style="list-style-type: none"> Audit Committee -Member Nomination & Remuneration Committee - Member 	<p>IDFC Limited</p> <ol style="list-style-type: none"> Audit Committee- Member NRC - Member Stakeholder Relationship Committee - Chairman Strategy and Investment Committee- Chairman <p>IDFC Financial Holding Company Limited</p> <ol style="list-style-type: none"> Audit and Risk Committee - Member NRC - Member CSR - Member Strategy and Investment Committee - Chairman <p>APOLLO TYRES LIMITED</p> <ol style="list-style-type: none"> Audit Committee - Chairman Nomination & Remuneration Committee - Chairman <p>IDFC Asset Management Company Limited</p> <ol style="list-style-type: none"> Audit and Risk Management Committee - Chairman Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member Allotment and Share Transfer Committee - Chairman
Number of Equity Shares held in the Company	NIL	2,00,000	NIL

NOTICE (continued)

EXHIBIT TO NOTICE (Contd.)

Name of the Director	Dr. Jaimini Bhagwati	Mr. Anil Singhvi	Mr. Vinod Rai
Inter-se relationship with other Directors / Manager / KMP	No relationship	No relationship	No relationship
Details of Remuneration sought to be paid	i) Sitting Fees; and (ii) Commission* *Refer Table 3 of the Corporate Governance Report which forms part of this Annual Report	i) Sitting Fees; and (ii) Commission* *Refer Table 3 of the Corporate Governance Report which forms part of this Annual Report	i) Sitting Fees; and (ii) Commission* *Refer Table 3 of the Corporate Governance Report which forms part of this Annual Report
Remuneration last drawn by the Director	NIL	NIL	Refer Table 4 of the Corporate Governance Report which forms part of this Annual Report