

February 10, 2015

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

Manager – Listing Department  
Bombay Stock Exchange Ltd  
1<sup>st</sup> Floor, P.J. Towers,  
Dalal Street  
Mumbai - 400 001

Dear Sirs,

**Subject: Passing of Resolution by the members of IDFC Limited (“the Company”) by Postal Ballot**

We wish to inform you, that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 the assent of the shareholders is being sought for passing the following resolutions by way of postal ballot (voting by post or through electronic means):

1. Appointment of Mr. S. S. Kohli (DIN: 00169907), Ms. Marianne Økland (DIN: 03581266) and Dr. Omkar Goswami (DIN: 00004258) as Independent Directors of the Company.
2. Amend the Articles of Association by inserting clause relating to restriction on transfer of shares in certain circumstances.


The Company has appointed Ms. Savita Jyoti, Practicing Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, IDFC is providing the facility to its Members holding shares in physical or dematerialized form to exercise their right to vote by electronic means on all or any of the business to be mentioned in the Postal Ballot notice. Accordingly, for the purpose of determining the shareholders eligible to cast their votes, the Company has fixed Friday, February 20, 2015 as the cut-off date. The Company has engaged the services of Karvy Computershare Private Limited to provide the e-voting facility.

Request you to kindly take the above information on your records.

Thanking you,

Yours faithfully,  
For **IDFC Limited**

  
**Mahendra N Shah**  
Company Secretary

