



April 10, 2015

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
NSE Scrip Code: IDFC EQ

To,
Listing Department
BSE Limited
P J Towers, Dalal Street,
Fort, Mumbai - 400 001
BSE Scrip Code: 532659

Dear Sirs,

Sub: Outcome of the Court Convened Meeting of Equity Shareholders – Scheme of Arrangement among IDFC Limited (Transferor Company) and IDFC Bank Limited (Transferee Company) and their respective shareholders and creditors under Sections 391 to 394 of the Companies Act, 1956.

Reference: Clause 35A of the listing agreement

We wish to inform you that the Court Convened Meeting of the equity shareholders of IDFC Limited ("IDFC"/ the "Company") was held on April 9, 2015 as per the Order of the Hon'ble High Court of Madras, in which the equity shareholders have approved the Scheme of Arrangement among IDFC Limited and IDFC Bank Limited and their respective shareholders and creditors under Sections 391 to 394 of the Companies Act, 1956.

Detailed disclosure of the outcome of the meeting, as per the format prescribed under **Clause 35A** of the listing agreement is given hereunder:

Sl. No.	Description	Particulars		
A	Date of the Meeting	April 9, 2015		
B	Record Date	Not Applicable		
C	Total number of shareholders on record date	392703 (as on April 3, 2015 – cut-off date for voting)		
D	No. of Shareholders present in the meeting either in person or through proxy:			
	Shareholders	Present in person	Present through proxy	Total
	Promoter and Promoter Group	NIL	NIL	NIL
	Public	273	430	703
	Total	273	430	703
E	No. of Shareholders attended the meeting through Video Conferencing			
	No video conferencing facility was made available.			





The shareholders transacted the following business at the meeting:

Sl.No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of Hands/ Poll/Postal Ballot/ E-Voting)	Remarks
1	<p>"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Hon'ble High Court of Judicature at Madras, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Madras or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Scheme of Arrangement among IDFC Limited and IDFC Bank Limited and their respective Shareholders and Creditors under Section 391 to 394 of the Companies Act, 1956 (the "Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Mahendra N. Shah - Company Secretary, Dr. Rajeev Uberoi - Group General Counsel & Group Head - Legal & Compliance and Mr. Santosh Parab - Head - Legal be and are hereby severally authorised to take all such steps as may be</p>	Requisite majority – Majority in number representing three-fourth in value of the members present and voting (as per Section 391(2) of the Companies Act, 1956.	Poll	Passed unanimously





	necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble High Court of Judicature at Madras while sanctioning the said Scheme."			
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In case of Poll:

Category	No. of Shares Held (1)	No. of 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
Public – Institutional holders	971,101,484	718,842,548	74.02	718,842,548	0	100	0
Public-Others	621,679,382	275,473,150	44.31	275,473,150	0	100	0
Total	1,592,780,866	994,315,698		994,315,698	0		

**Only valid votes have been considered for the above computation. 260 votes polled, were treated as invalid, being defective on technical grounds.

We attach herewith a copy of Scrutinizers Report dated April 9, 2015.

The report of the Chairman on the results of the meeting would be filed with the Hon'ble High Court of Madras within the time period specified under Companies (Court) Rules, 1959.

We request you to take the above disclosures on record and note our compliance under Clause 35A and other relevant provisions, if any, of the listing agreement.

Thanking You.

Yours faithfully,
For IDFC Limited


Mahendra N. Shah
Company Secretary



Encl: As above

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Dr. Rajiv B. Lall
Chairman

Court Convened Meeting of the Equity Shareholders of IDFC Limited

Held on April 9, 2015 at 2:30 p.m. at The Music Academy, New No. 168 (Old No. 306),

T.T.K. Road, Royapettah, Chennai - 600 014, Tamil Nadu, India

Dear Sir,

We, Mr. Jayesh Manek (an Equity Shareholder of the Company) and Mr. B. Narasimhan (an independent Practicing Company Secretary), appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolutions, at the court convened meeting of the Equity Shareholders of IDFC Limited, held on April 9, 2015 at 2.30 p.m. at The Music Academy, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014, Tamil Nadu, India, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Resolution -

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Hon’ble High Court of Judicature at Madras, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble High Court of Judicature at Madras or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed by the Board of Directors (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Scheme of Arrangement among IDFC Limited and IDFC Bank Limited and their respective Shareholders and Creditors under Section 391 to 394 of the Companies Act, 1956 (the **“Scheme”**) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Mahendra N. Shah - Company Secretary, Dr. Rajeev Uberoi - Group General Counsel & Group Head - Legal & Compliance and Mr. Santosh Parab - Head - Legal be and are hereby severally authorised to take all such steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon’ble High Court of Judicature at Madras while sanctioning the said Scheme.”

(i) Voted **in favour** of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (no. of shares)	% of total number of valid votes cast
513	99,43,15,698	100%

(ii) Voted **against** the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (no. of shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (no. of shares)
2	260



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For B N & Associates,
Company Secretaries



B. Narasimhan
Proprietor
Membership No. FCS 1303 COP No. 10440



Jayesh Manek
Equity Shareholder of IDFC Limited

Place: Chennai
Dated: April 9, 2015