



SL. No.	Description	Particulars		
A	Date of declaration of the results of the Postal Ballot	March 30, 2015		
B	Cut-off Date	February 20, 2015		
C	Total Number of Shareholders on record date/cut off date for E-voting purpose.	386,063		
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	Not Applicable		
	Public			
	Total			
E	No. of Shareholders attended the meeting through Video Conferencing			
	Not Applicable			





		Annexure-1						
Promoter/Public	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	
Appointment of Mr. Surinder Singh Kohli as an Independent Director as an Ordinary Resolution								
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA	
Public - Institutional Holders	1130143871	764752904	67.67	757505275	7247629	99.05	0.95	
Public - Others	461810548	269744771	58.41	269687924	56847	99.96	0.02	
Total	1591954419	1034497575	64.98	1027193199	7304476	99.29	0.71	
Promoter/Public	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	
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA	
Public - Institutional Holders	1130143871	768610202	68.01	764103415	4506787	99.41	0.59	
Public - Others	461810548	269743976	58.41	269687428	56548	99.98	0.02	
Total	1591954419	1038354178	68.23	1033790843	4563335	99.56	0.44	
Promoter/Public	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	
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA	
Public - Institutional Holders	1130143871	764752904	67.67	633568987	131183907	82.85	17.15	
Public - Others	461810548	269744601	58.41	269685707	56894	99.96	0.02	
Total	1591954419	1034497505	64.96	903254704	131242801	87.31	12.69	
Promoter/Public	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	
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA	
Public - Institutional Holders	1130143871	779654262	69.01	778541759	1422503	99.82	0.18	
Public - Others	461810548	269748041	58.41	269687352	50689	99.98	0.02	
Total	1591954419	1049712903	65.94	1046239111	1473192	99.86	0.14	
Promoter/Public	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	
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA	
Public - Institutional Holders	1130143871	779654262	69.01	779983318	980944	99.87	0.13	
Public - Others	461810548	269747906	58.41	269701853	45953	99.96	0.02	
Total	1591954419	1049712068	65.94	1046685171	1028697	99.9	0.1	
Creation of Charge / Hypothecation on the assets of the Company, in respect of borrowings, under Section 180(1)(a) of the Companies Act, 2013 as a Special Resolution								
Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA	
Public - Institutional Holders	1130143871	779654262	69.01	779983318	980944	99.87	0.13	
Public - Others	461810548	269747906	58.41	269701853	45953	99.96	0.02	
Total	1591954419	1049712068	65.94	1046685171	1028697	99.9	0.1	

Amendment to the Articles of Association as a Special Resolution

Creation of Charge / Hypothecation on the assets of the Company, in respect of borrowings, under Section 180(1)(a) of the Companies Act, 2013 as a Special Resolution



Annexure 2

Particulars of Resolution	Voted in favour of the resolution		Voted against the resolution		Abstained/Invalid votes
	No of shares	%	No of shares	%	No of shares
Item no 1- Appointment of Mr. S. S. Kohli as an Independent Director an Ordinary Resolution					
Physical	450207989	99.99	41680	0.01	8008
Evoting	576985210	98.76	7262796	1.24	15224636
TOTAL	1027193199	99.29	7304476	0.71	15232644

Particulars of Resolution	Voted in favour of the resolution		Voted against the resolution		Abstained/Invalid votes
	No of shares	%	No of shares	%	No of shares
Item no 2 Appointment of Ms. Marianne Okland as an Independent Director an Ordinary Resolution					
Physical	450203646	99.99	45793	0.01	8238
Evoting	583587197	99.23	4517542	0.77	11367868
TOTAL	1033790843	99.56	4563335	0.44	11376106

Particulars of Resolution	Voted in favour of the resolution		Voted against the resolution		Abstained/Invalid votes
	No of shares	%	No of shares	%	No of shares
Item no 3- Appolntment of Dr. Omkar Goswami as an Independent Director an Ordinary Resolution					
Physical	450209029	99.99	40610	0.01	8038
Evoting	453045675	77.54	131202191	22.46	15224766
TOTAL	903254704	87.31	131242801	12.69	15232804

Particulars of Resolution	Voted in favour of the resolution		Voted against the resolution		Abstained/Invalid votes
	No of shares	%	No of shares	%	No of shares
Item no 4 Amendment to the Articles of Association of the Company as a Special Resolution					
Physical	450209221	99.99	40798	0.01	7658
Evoting	598029890	99.76	1432394	0.24	10344
TOTAL	1048239111	99.86	1473192	0.14	18002

Particulars of Resolution	Voted in favour of the resolution		Voted against the resolution		Abstained/Invalid votes
	No of shares	%	No of shares	%	No of shares
Item no 5 Creation of Charge / Hypothecation on the assets of the Company, in respect of borrowings, under Section 180(1)(a) of the Companies Act, 2013 as a Special Resolution					
Physical	450214957	99.99	35062	0.01	7658
Evoting	598470214	99.83	991835	0.17	10594
TOTAL	1048685171	99.90	1026897	0.10	18252



SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com, F.C.S

SCRUTINISER'S REPORT FOR POSTAL BALLOT

The Executive Chairman
IDFC Limited
Naman Chambers,
C-32, G-Block, Bandra-Kurla Complex,
Bandra East,
Mumbai 400051

Certified True Copy
Certified True Copy
For IDFC Limited

Mahendra N Shah,
Company Secretary

Dear Sir,

The Board of Directors of the Company at its meeting held on January 29, 2015 appointed me as a Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

I submit my report as under:

1. The Notice of Postal Ballot was sent to all the Members, whose names appeared in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, February 20, 2015 ("Cut Date").
2. The Company offered e-voting facility to all the Members of the Company through e-voting platform of Karvy Computershare Private Limited ("Karvy").
3. The Company has completed the dispatch of postal ballot forms in electronic form to the Members whose email addresses are registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice & Postal Ballot Form were sent by permitted mode along with a pre-paid self-addressed Business Reply Envelope.
4. Particulars of all postal ballot forms received from the Members including electronic voters have been entered in a register separately maintained for the purpose.
5. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
6. In case of e-voting, Members' demographic details, their voting rights and voting pattern were provided by Karvy Computershare Private Limited, the R & T Agents of the Company.
7. The ballot boxes were opened in my presence.

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

8. The votes, if any, cast by a Member(s) both in physical and electronic mode (instead of any of one mode) having been identified and in terms of the said Notice, votes cast through electronic mode were considered valid.
9. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding of Members were matched / confirmed with the Register of Members of the Company.
10. All postal ballot forms including electronic votes received up to the close of working hours i.e. **05.30 p.m. on March 28, 2015**, the last date and time fixed by the Company for receipt of the forms/electronic votes, were considered for my scrutiny.
11. Envelopes containing postal ballot forms received **after 05.30 p.m. on March 28, 2015** were not considered for my scrutiny.
12. Envelopes containing postal ballot forms returned undelivered were also not opened and they are kept separately.

The details of voting as prescribed under Clause 35 A of the Listing Agreement is marked as **Annexure 1**.

Further, a summary of the votes received in physical & electronic mode is marked as **Annexure 2**.

The postal ballot forms and the related papers / registers and records are being handed over for safe custody to the **Company Secretary, Mr. Mahendra Shah**.

Taking into the consideration of the net valid votes, I report that all the resolution(s) as set out in the Notice of the Postal Ballot dated February 19, 2015 have been passed by the Members with the requisite majority.

You may accordingly declare the results of the postal ballot voting.

Thanking you,

Date: 30.03.2015

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

for SAVITA JYOTI ASSOCIATES

Samita Jyoti

C.S. SAVITA JYOTI
Scrutinizer

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Annexure 1

Appointment of Mr. Surinder Singh Kohli as an Independent Director as an Ordinary Resolution	Promoter/ Public	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) = $[5/2]*100$
	Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
	Public - Institutional Holders	1130143871	764752904	7.67	757505275	7247629	99.05	0.95
	Public - Others	461810548	269744771	8.41	269687924	56.847	99.98	0.02
	Total	1591954419	1034497675	4.98	1.027E+09	7304476	99.29	0.71
Appointment of Ms. Marianne Økland as an Independent Director as an Ordinary Resolution	Promoter/ Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding g 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) = $[5/2]*100$
	Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
	Public - Institutional Holders	1130143871	768610202	68.01	764103415	4506787	99.41	0.59
	Public - Others	461810548	269743976	58.41	269687428	56548	99.98	0.02
	Total	1591954419	1038354178	65.23	1.034E+09	4563335	99.56	0.444
Appointment of Dr. Omkar Goswami as an Independent Director as an Ordinary Resolution	Promoter/ Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding g 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) = $[5/2]*100$
	Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
	Public - Institutional Holders	1130143871	764752904	67.67	633568997	131183907	82.85	17.15
	Public - Others	461810548	269744601	58.41	269685707	58894	99.98	0.02
	Total	1591954419	1034497505	64.98	903254704	131242801	87.31	12.69

A.T.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Amendment to the Articles of Association as a Special Resolution	Promoter/ Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstandin g 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
	Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
	Public - Institutional Holders	1130143871	779964262	69.01	778541759	1422503	99.82	0.18
	Public - Others	461810548	269748041	58.41	269697352	50689	99.98	0.02
	Total	1591954419	1049712303	65.94	1.048E+09	1473192	99.86	0.14
Creation of Charge / Hypothecation on the assets of the Company, in respect of borrowings, under Section 180(1)(a) of the Companies Act, 2013 as a Special Resolution	Promoter/ Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstandin g 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
	Promoter and Promoter Group	NA	NA	NA	NA	NA	NA	NA
	Public - Institutional Holders	1130143871	779964262	69.01	778983318	980944	99.87	0.13
	Public - Others	461810548	269747806	58.41	269701853	45953	99.98	0.02
	Total	1591954419	1049712068	65.94	1.049E+09	1026897	99.9	0.1

Date: 30.03.2015

for SAVITA JYOTI ASSOCIATES

Savita Jyoti

SAVITA JYOTI, FCS 3735
 Practising Company Secretary
 Certificate of Practice No. 1796

C.S. SAVITA JYOTI

Scrutinizer

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Annexure – 2

Particulars of Resolution	Voted in favour of the resolution		Voted against the resolution		Abstained/Invalid votes
	No of shares	%	No of shares	%	
Item no 1- Appointment of Mr. S. S. Kohli as an Independent Director an Ordinary Resolution					No of shares
Physical	450207989	99.99	41680	0.01	8008
Evoting	576985210	98.76	7262796	1.24	15224636
TOTAL	1027193199	99.29	7304476	0.71	15232644

Particulars of Resolution	Voted in favour of the resolution		Voted against the resolution		Abstained/Invalid votes
	No of shares	%	No of shares	%	
Item no 2 Appointment of Ms. Marianne Okland as an Independent Director an Ordinary Resolution					No of shares
Physical	450203646	99.99	45793	0.01	8238
Evoting	583587197	99.23	4517542	0.77	11367868
TOTAL	1033790843	99.56	4563335	0.44	11376106

Particulars of Resolution	Voted in favour of the resolution		Voted against the resolution		Abstained/Invalid votes
	No of shares	%	No of shares	%	
Item no 3- Appointment of Dr. Omkar Goswami as an Independent Director an Ordinary Resolution					No of shares
Physical	450209029	99.99	40610	0.01	8038
Evoting	453045675	77.54	131202191	22.46	15224766
TOTAL	903254704	87.31	131242801	12.69	15232804

Particulars of Resolution	Voted in favour of the resolution		Voted against the resolution		Abstained/Invalid votes
	No of shares	%	No of shares	%	
Item no 4 Amendment to the Articles of Association of the Company as a Special Resolution					No of shares
Physical	450209221	99.99	40798	0.01	7658
Evoting	598029890	99.76	1432394	0.24	10344
TOTAL	1048239111	99.86	1473192	0.14	18002

A.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Particulars of Resolution	Voted in favour of the resolution		Voted against the resolution		Abstained/Invalid votes
	No of shares	%	No of shares	%	No of shares
Item no 5 Creation of Charge / Hypothecation on the assets of the Company, in respect of borrowings, under Section 180(1)(a) of the Companies Act, 2013 as a Special Resolution					
Physical	450214957	99.99	35062	0.01	7658
Evoting	598470214	99.83	991835	0.17	10594
TOTAL	1048685171	99.90	1026897	0.10	18252

Date: 30.03.2015

SAVITA JYOTI, FCS 3738
Practising Company Secretary
Certificate of Practice No. 1796

for SAVITA JYOTI ASSOCIATES

Savita Jyoti

C.S. SAVITA JYOTI

Scrutinizer