

**IDFC FIRST Bharat Limited**

REGISTERED OFFICE: S.A.N. Complex, No. 04 Williams Road,
Cantonment, Trichy - 620 001.

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**ADDENDUM TO THE NOTICE OF 21ST ANNUAL GENERAL MEETING OF
IDFC FIRST BHARAT LIMITED.**

Addendum to the Notice of the 21st Annual General Meeting (AGM) of IDFC FIRST Bharat Limited (IFBL / the Company) scheduled to be held on Friday, July 26, 2024, at 11:00 AM (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

The members may note that IFBL had issued the Notice dated June 05, 2024, for convening the 21st Annual General Meeting of the Shareholders of the Company to be held on Friday, July 27, 2024, at 11:00 A.M. The AGM Notice has already been circulated to the members.

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of a person for the office of Director of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 7 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated June 05, 2024, and the notes provided therein.

SPECIAL BUSINESS.

Item No 07: To approve the appointment of Mr. Pradeep Natrajan as (DIN:10499651) as Nominee Director.

To consider the following resolution as **Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and 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), Mr. Pradeep Natrajan (DIN:10499651) who was appointed as an Additional Director (in the Category of Nominee category) w.e.f. July 15, 2024, and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature as a Director, be and is hereby appointed as an Nominee Director of the Company and liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, Mr. Bobby Xavier, Head-Legal & Company Secretary, be and are hereby severally authorized to file the requisite forms 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.”

**By order of the Board
For IDFC FIRST Bharat Limited**

**BOBY XAVIER
COMPANAY SECRETARY**

**Place : Mumbai
Date : July 15, 2024**

NOTES:

An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above Special Business to be transacted at the AGM is annexed hereto.

All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM as set out in the Notice of 21st AGM of the Company shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice.

Explanatory Statement under Section 102 of the Companies Act, 2013.

ITEM NO. 7

Considering the growth of the business at IDFC FIRST Bharat Limited and with a view to facilitate better monitoring of operations and business, the IDFC FIRST Bank (the 'Bank') had nominated Mr. Pradeep Natrajan (DIN:10499651) as Nominee Director of the Company. The company received a nomination letter dated July 11, 2024, from the Bank, proposing his candidature as Nominee Director.

In compliance with the provisions of the Companies Act, 2013, (the 'Act'), the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee (NRC), had appointed Mr. Pradeep Natrajan as Additional Director, in the category of Nominee Director, w.e.f. July 15, 2024, pursuant to Section 152 of the Act, read with the Articles of Association of the Company. In compliance with Section 161 of the Act, he would hold office upto the date of ensuing AGM.

The Company has received a notice in writing, under the provision of Section 160 of the Act, from a member, proposing their candidature as Directors of the Company. The Company has received from the director his consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Mr. Pradeep Natrajan would be liable to retire by rotation in compliance with the provisions of the Act, read with the rules and regulations made thereunder and effective for the time being in force.

In the opinion of the Board, Mr. Pradeep Natrajan is a person of integrity and has the necessary knowledge, experience, and expertise to be appointed as director. A detailed profile of Mr. Pradeep Natrajan along with Directorships and Committee positions held in other Companies has been given in the Exhibit to this Notice.

Except the respective director, none of the other Directors, Key Managerial Personnels or their relatives, is interested or concerned, financially or otherwise in the resolution.

Your Directors recommend passing of the Ordinary Resolution as set out in Item No.7.

**By order of the Board
For IDFC FIRST BHARAT LIMITED**

**BOBY XAVIER
COMPANY SECRETARY**

Place : Trichy

Date : July 15, 2024

Exhibit to Notice

Director Details	Mr. Pradeep Natrajan
DIN	10499651
Date of Birth	August 09, 1972
Age	52
Nationality	Indian
Date of First Appointment on the Board	July 15, 2024.
Brief resume, qualification, experiences and nature of expertise in specific functional areas	<p>Mr. Pradeep Natarajan has been in a leadership position with IDFC FIRST Bank Limited for five years since December 2018 and is currently the Head of Retail Banking of the Bank.</p> <p>He is highly committed to the vision of the Bank to build a world-class Bank in India, guided by ethics, powered by technology, and to be a force for Social Good.</p> <p>Mr. Natarajan is a customer focused and respected industry thought leader with a broad expertise in Business Development, Technology, Risk Analytics, Debt Management, Project Management, Customer Service and Marketing.</p> <p>He is a management graduate from Sydenham Institute of Management Studies (batch of 1998) with a Bachelor's degree in Mechanical Engineering, and his professional experience is spread across diverse industry segments such as Banking, Technology & Wealth Management.</p> <p>Prior to this role at IDFC FIRST Bank Mr. Natarajan has had stints in reputed organizations such as Standard Chartered Bank, Dell India, Religare Macquarie Wealth Management and Capital First Limited where he held leadership roles.</p>
No. of Board Meetings attended during financial year 2024-25.	01/01
Directorships held in other companies (except Foreign Companies)	IDFC FIRST Bank Limited
Memberships / Chairmanships of Committees of other Boards (except Foreign Companies)	Nil

Director Details	Mr. Pradeep Natrajan
Remuneration Last drawn	Not applicable
Details of Remuneration sought to be paid	Nil
Shareholding of Director in IDFC FIRST Bharat Limited	Nil
Relationship with other Directors and KMP	Nil