



IDFC BHARAT LIMITED

CIN: U65929TN2003PLC050856

REGISTERED OFFICE: No. 9, Paripoorna Towers,
Manoranjitham Street, Annamalai Nagar, Trichy 620 018

Website: www.idfcbharat.com; **Tel:** +91 431 4500000,
Fax: +91 431 2750393; **Email:** sampark@idfcbharat.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF IDFC BHARAT LIMITED WILL BE HELD ON THURSDAY, MARCH 5, 2019 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NO. 9, PARIPOORNA TOWERS, MANORANJITHAM STREET, ANNAMALAI NAGAR, TRICHY – 620018 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES.

SPECIAL BUSINESSES:

ITEM NO. 1: CHANGE OF NAME OF THE COMPANY FROM “IDFC BHARAT LIMITED” TO “IDFC FIRST BHARAT LIMITED” AND CONSEQUENTIAL ALTERATION TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and applicable rules thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Memorandum and Articles of Association of the Company and subject to the approvals / consents of the Ministry of Corporate Affairs and any other regulatory and statutory authorities, as may be required, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **“IDFC Bharat Limited”** to **“IDFC FIRST Bharat Limited”**.

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

The Name of the Company shall be IDFC FIRST Bharat Limited.

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "IDFC Bharat Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name "**IDFC FIRST Bharat Limited**".

"RESOLVED FURTHER THAT the Board of Director of the Company and/or Mr. Bobby Xavier Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory / regulatory authority(ies), and to execute all such deeds, documents drafts, amendments, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar of Companies (ROC) and to settle and finalise all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit."

ITEM NO. 2: APPOINTMENT OF MR. M. S. SUNDARA RAJAN (DIN: 00169775) AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the Articles of Association of the Company, Mr. M.S. Sundara Rajan (DIN: 00169775), who was appointed as an Additional Director of the Company in the category of Independent Director with effect from February 1, 2019, by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company 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 for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of Five (5) consecutive years effective from February 1, 2019 up to January 31, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. M. S. Sundara Rajan be paid such fees, profit related commission and remuneration as the Board of Directors and/ or Members may approve from time to time and within the limits as prescribed under the Companies Act, 2013 and other applicable law.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. Bobby Xavier, 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 of Directors

Date: 21.02.2019
Place Trichy

Bobby Xavier
Company Secretary

NOTES:

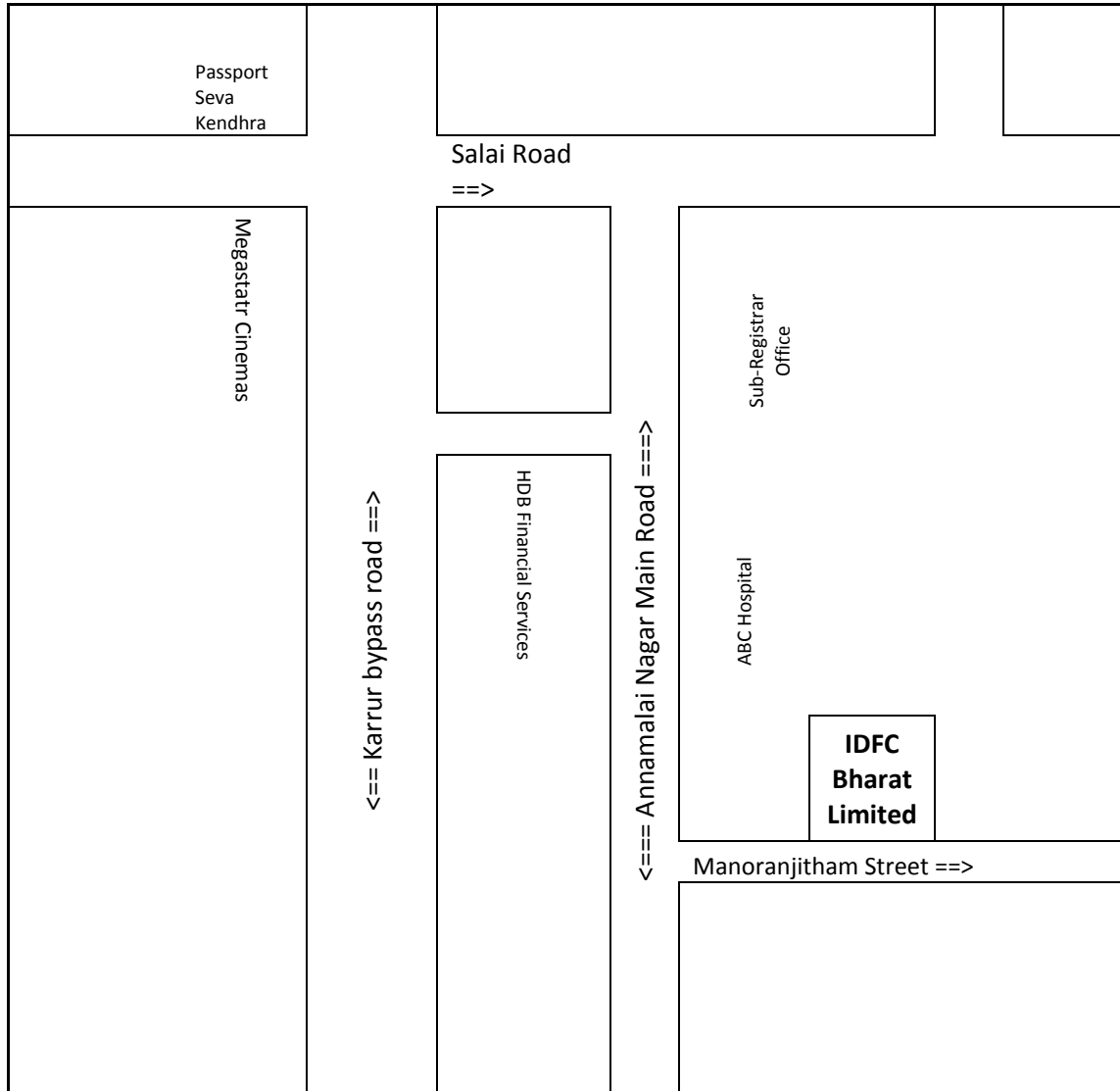
1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The meeting can be convened at a shorter notice, after obtaining the written consent, from the majority in number of members entitled to vote and who represent not less than 95% of such part of the paid-up share capital of the company as gives a right to vote at the meeting pursuant to provisions of Section 101 of Companies Act, 2013 effective for the time being in force.
5. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution are not less than three-fourth times the number of votes cast against the Special Resolution.
6. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. Members/Proxies are requested to bring the Attendance Slip(s) duly filled in at the Meeting venue.

10. The route map for the venue of the meeting is as below:

Meeting Venue: No. 9, Paripoorna Towers, Manoranjitham Street,
Annamalai Nagar, Trichy 620 018

Meeting Date and Time: March 05, 2019 at 11:00 A.M.

Landmark: Near ABC Hospital



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1: CHANGE OF NAME OF THE COMPANY FROM “IDFC BHARAT LIMITED” TO “IDFC FIRST BHARAT LIMITED” AND CONSEQUENTIAL ALTERATION TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

IDFC Bharat Limited (‘the Company’) is the wholly owned subsidiary of the IDFC FIRST Bank Limited (*Formerly known as IDFC Bank Limited*) (‘the Bank’ / the Holding Company). The name of the Holding Company was changed from ‘IDFC Bank Limited’ to ‘IDFC FIRST Bank Limited’ with effect from January 12, 2019 pursuant to the approval accorded by Registrar of Companies, Chennai.

IDFC Bharat Limited is a wholly owned subsidiary of IDFC FIRST Bank Limited and is acting as Business Correspondent of the Bank since October 13, 2016.

RATIONALE FOR ARRIVING AT THE PROPOSED NAME IS AS UNDER:

It is proposed to change the name of ‘IDFC Bharat Limited’ in line with the present name of the Holding Company, in order to ensure the smooth rebranding process. Accordingly, it is proposed that the name of the Company be changed to ‘IDFC FIRST Bharat Limited’ or such other name as may be approved by the Registrar of Companies, Ministry of Corporate Affairs (‘MCA’).

The Registrar of Companies, Central Registration Centre, MCA has approved the availability of the proposed name i.e., ‘IDFC FIRST Bharat Limited’ on February 21, 2019.

As per Section 13 and 14 of Companies Act 2013, a special resolution is required to be passed at general meeting of the members as the name change involves alteration of Memorandum of Association and Articles of Association. Since the change in name of the Company is to be reflected in Memorandum of Association, Clause I of the Memorandum of Association is required to be amended. Also, the new name of the Company needs to be reflected at all places in the Articles of Association of the Company. Accordingly, the name ‘**IDFC Bharat Limited**’ wherever it appears in the Memorandum and Articles of Association of the Company needs to be substituted by the new name ‘**IDFC FIRST Bharat Limited**’ or such other name as may be approved by the Registrar of Companies, Chennai.

The Board of Directors has approved change of name of the Company from ‘IDFC Bharat Limited’ to ‘IDFC FIRST Bharat Limited’ at the meeting held on February 01, 2019.

The members may note that the Board of Directors of ‘IDFC Limited’ at its meeting held on February 09, 2019 approved the usage of word “IDFC” in the proposed name.

The Board of Directors of 'IDFC FIRST Bank Limited' at its meeting held on February 05, 2019 approved the usage of word "IDFC FIRST" in the proposed name.

The applicable provisions of the Companies Act, 2013 and applicable rules made thereunder requires the Company to obtain approval of shareholders by a Special Resolution for effecting change in the Company's name and consequential alteration in the Memorandum and the Articles of Association of the Company.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

None of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in this resolution except to the extent of their shareholdings, if any, in the Company.

Your directors recommend passing of the Special Resolution mentioned in Item No. 1 in the interest of the Company.

ITEM NO. 2: APPOINTMENT OF MR. M. S. SUNDARA RAJAN (DIN: 00169775) AS INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. M. S. Sundara Rajan (DIN: 00169775) as an Additional Director in the category of Independent Director of the Company for a period of Five (5) consecutive years effective from February 1, 2019 up to January 31, 2024 as per the requirements of Companies Act 2013 read with Rules thereunder ("Act"), read with Schedule IV to the Act and applicable law. Pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. M. S. Sundara Rajan will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member, proposing the candidature of Mr. M. S. Sundara Rajan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. M. S. Sundara Rajan, consent in writing to act as a Director, a declaration that he is not disqualified to act as a Director under Section 164 of the Act and also declaration to the effect that he meets the criteria of Independence as

prescribed both under Sub-section (6) of Section 149 of the Act.

In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent of the Management.

In the opinion of the Board, Mr. M. S. Sundara Rajan is a person of integrity and has the necessary knowledge, experience and expertise for being appointed as an Independent Director. A detailed profile of Mr. M. S. Sundara Rajan along with Directorships and Committee positions held by him in other Companies has been given in the Exhibit to this Notice.

Mr. M. S. Sundara Rajan is proposed to be appointed as an Independent Director for a period of Five (5) consecutive years effective from February 1, 2019 up to January 31, 2024 and he shall not be liable to retire by rotation as per the provisions of the Act and other applicable laws. He shall be entitled to such fees, profit related commission and remuneration as the Board and Members may approve from time to time and within the limits as prescribed under the Act.

Additional information of aforesaid Director with respect to his appointment as Non-Executive Independent Director as required to be provided under Secretarial Standards is annexed to this Notice.

Except Mr. M. S. Sundara Rajan, being an appointee, none of the Directors, Key Managerial Personnel and / or their relatives, is in any way, financial or otherwise, interested or concerned in this resolution.

Your Directors recommend passing of the Ordinary Resolution as set out in Item No. 2 of this Notice.

By order of the Board of Directors

Date: 21.02.2019
Place Trichy

Boby Xavier
Company Secretary

EXHIBIT TO NOTICE

ITEM NO. 2

ADDITIONAL INFORMATION OF DIRECTOR FOR APPOINTMENT AS REQUIRED UNDER SECRETARIAL STANDARDS

Name of the Director	Mr. M. S. Sundara Rajan
DIN	00169775
Date of Birth	March 15, 1950
Age	69 years
Nationality	Indian
Date of First Appointment on the Board	February 01, 2019
Brief resume, qualification, experiences and nature of expertise in specific functional areas	<ul style="list-style-type: none">✓ Mr. M. S. Sundara Rajan is a Post Graduate in Economics from University of Madras with specialization in Mathematical Economics, National Income and Social Accounting.✓ He is also Certified Associate of Indian Institute of Bankers and Associate Member of Institute of Company Secretaries of India.✓ He was Chairman and Managing Director (CMD) of Indian Bank and has total experience of over 39 years in the Banking Industry. He has also earlier worked with Union Bank of India for over 33 years.✓ During his Stewardship as CMD of Indian Bank, the said Bank has won many accolades and awards.✓ He has been ranked 45th in the Economic Times India Inc's most powerful CEOs list (2009) and also Ranked Number 2 among the CEOs of Nationalized Banks and Number 6 among the CEOs of Commercial banks.
No. of Board Meetings attended during FY 2018-19 (till the date of Notice)	01
Remuneration last drawn	Till the date of Notice, the Company paid a Sitting Fee Rs. 50,000/- for attending Board Meeting held on 01.02.2019.
Details of Remuneration sought to be paid	Sitting Fees of Rs. 50,000/- per Board Meeting and Rs. 25,000/- per Committee Meeting
Shareholding of Director in IDFC Bharat Limited	Nil

Relationship with other Directors & KMP's of the Company	Nil																										
Directorships held in other companies	<table border="1"> <thead> <tr> <th data-bbox="603 349 683 439">Sr. No.</th> <th data-bbox="687 349 1102 439">Name of the Company</th> <th data-bbox="1107 349 1479 439">Designation</th> </tr> </thead> <tbody> <tr> <td data-bbox="603 445 683 535">1</td> <td data-bbox="687 445 1102 535">Royal Sundaram General Insurance Co. Limited</td> <td data-bbox="1107 445 1479 535">Non Executive Independent Director</td> </tr> <tr> <td data-bbox="603 542 683 631">2</td> <td data-bbox="687 542 1102 631">Sharda Cropchem Limited</td> <td data-bbox="1107 542 1479 631">Non Executive Independent Director</td> </tr> <tr> <td data-bbox="603 638 683 728">3</td> <td data-bbox="687 638 1102 728">The Clearing Corporation of India Limited</td> <td data-bbox="1107 638 1479 728">Non Executive Independent Director</td> </tr> <tr> <td data-bbox="603 734 683 824">4</td> <td data-bbox="687 734 1102 824">Stock Holding Corporation of India Limited</td> <td data-bbox="1107 734 1479 824">Non Executive Independent Director</td> </tr> <tr> <td data-bbox="603 831 683 920">5</td> <td data-bbox="687 831 1102 920">NSEIT Limited</td> <td data-bbox="1107 831 1479 920">Non Executive Independent Director</td> </tr> <tr> <td data-bbox="603 927 683 1016">6</td> <td data-bbox="687 927 1102 1016">Madras Enterprises Limited</td> <td data-bbox="1107 927 1479 1016">Non Executive Independent Director</td> </tr> <tr> <td data-bbox="603 1023 683 1113">7</td> <td data-bbox="687 1023 1102 1113">Sundaram Trustee Company Limited</td> <td data-bbox="1107 1023 1479 1113">Non Executive Independent Director</td> </tr> </tbody> </table>			Sr. No.	Name of the Company	Designation	1	Royal Sundaram General Insurance Co. Limited	Non Executive Independent Director	2	Sharda Cropchem Limited	Non Executive Independent Director	3	The Clearing Corporation of India Limited	Non Executive Independent Director	4	Stock Holding Corporation of India Limited	Non Executive Independent Director	5	NSEIT Limited	Non Executive Independent Director	6	Madras Enterprises Limited	Non Executive Independent Director	7	Sundaram Trustee Company Limited	Non Executive Independent Director
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Memberships / Chairmanships of Committees of other Boards	<table border="1"> <thead> <tr> <th data-bbox="719 1205 799 1294">Sr. No.</th> <th data-bbox="804 1205 1177 1294">Company Name</th> <th data-bbox="1182 1205 1362 1294">Audit Committee</th> </tr> </thead> <tbody> <tr> <td data-bbox="719 1301 799 1391">1</td> <td data-bbox="804 1301 1177 1391">Royal Sundaram General Insurance Co. Limited</td> <td data-bbox="1182 1301 1362 1391">M</td> </tr> <tr> <td data-bbox="719 1397 799 1487">2</td> <td data-bbox="804 1397 1177 1487">The Clearing Corporation of India Limited</td> <td data-bbox="1182 1397 1362 1487">M</td> </tr> <tr> <td data-bbox="719 1494 799 1583">3</td> <td data-bbox="804 1494 1177 1583">Sharda Cropchem Limited</td> <td data-bbox="1182 1494 1362 1583">M</td> </tr> <tr> <td data-bbox="719 1590 799 1680">4</td> <td data-bbox="804 1590 1177 1680">Sundaram Trustee Company Limited</td> <td data-bbox="1182 1590 1362 1680">-</td> </tr> <tr> <td data-bbox="719 1686 799 1776">5</td> <td data-bbox="804 1686 1177 1776">Stock Holding Corporation of India Limited</td> <td data-bbox="1182 1686 1362 1776">-</td> </tr> <tr> <td data-bbox="719 1783 799 1872">6</td> <td data-bbox="804 1783 1177 1872">NSEIT Limited</td> <td data-bbox="1182 1783 1362 1872">C</td> </tr> <tr> <td data-bbox="719 1879 799 1968">7</td> <td data-bbox="804 1879 1177 1968">Madras Enterprises Limited</td> <td data-bbox="1182 1879 1362 1968">-</td> </tr> </tbody> </table> <p data-bbox="603 1765 756 1839">M-Member C-Chairman</p>			Sr. No.	Company Name	Audit Committee	1	Royal Sundaram General Insurance Co. Limited	M	2	The Clearing Corporation of India Limited	M	3	Sharda Cropchem Limited	M	4	Sundaram Trustee Company Limited	-	5	Stock Holding Corporation of India Limited	-	6	NSEIT Limited	C	7	Madras Enterprises Limited	-
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