



January 30, 2014

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

Manager – Listing Department
BSE Ltd
1st Floor, P.J. Towers,
Dalal Street
Mumbai - 400 001

Dear Sirs,

Ref: Clause 35A of the Listing Agreement

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

We refer to our letter dated December 27, 2013 forwarding to you six copies of Postal Ballot Notice dated December 23, 2013, as sent to the Members of IDFC Limited (“Company”), seeking their approval by way of Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules, 2011, for reduction in the ceiling limit on the aggregate holdings of Foreign Institutional Investors (FIIs)/ SEBI approved sub-accounts of FIIs, Foreign Direct Investment (FDI), Foreign Nationals, Non-resident Indians (NRIs) and Overseas Corporate Bodies (OCBs) (collectively referred to as the “**Foreign Shareholding**”) from 54% to 49.90% of the total paid-up equity share capital of the Company.

Ms. Savita Jyoti, Practicing Company Secretary, Scrutinizer appointed by the Company in this regard has submitted her report on postal ballot forms received from the members including the votes received through Karvy e-voting platform on January 30, 2014. Based on the report submitted by the Scrutinizer, the Managing Director & CEO of the Company has declared the result of the Special Resolution passed through postal ballot on January 30, 2014 as follows:



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	0	0	0	0	0	0	0
Public - Institutional Holders	1,10,11,87,089	62,92,01,497	57.14	62,58,13,240	24,92,806	99.46	0.40
Public - Others	41,50,31,277	27,47,04,926	66.19	27,44,40,628	2,43,536	99.90	0.09
Total	1,51,62,18,366	90,39,06,423	59.62	90,02,53,868	27,36,342	99.60	0.30

^ This is sum of votes in favour, votes against and 916213 invalid votes.

Out of the Net Valid Votes,

1. Total Votes polled in favour of ("For") the Resolution were 99.70 %
2. Total Votes polled "Against" the Resolution were 0.30%

Thus, the Special Resolution as set out in the Notice dated December 23, 2013 was approved by the members with an overwhelming majority.

Kindly upload this information on your website.

Thanking You,
Yours faithfully,
For IDFC Limited


Mahendra N. Shah
Company Secretary

