PROXY FORM
Form No. MGT-11
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65191PN1994PLC076333
Name of the Company: IndusInd Bank Limited
Registered Office: 2401 Gen. Thimmayya Road (Cantonment), Pune - 411 001.
Tel: (022) 6641 2487 / 2359
E-mail ID: investor@indusind.com; Website: www.indusind.com

<table>
<thead>
<tr>
<th>Name of the Member(s)</th>
<th></th>
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<tbody>
<tr>
<td>Registered Address</td>
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<tr>
<td>E-mail ID</td>
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<tr>
<td>Folio No./Client ID</td>
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<td>DP ID</td>
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I / We being the member(s), of ________________ shares of the above named company, hereby appoint:

1. Name: ___________________________________________________________________________________________
   Address: _________________________________________________________________________________________
   E-mail ID: _______________________________________________________________________________________
   Signature: ______________________________________________________________________________________ _ or failing him / her

2. Name: ___________________________________________________________________________________________
   Address: _________________________________________________________________________________________
   E-mail ID: _______________________________________________________________________________________
   Signature: ______________________________________________________________________________________ _ or failing him / her

3. Name: ___________________________________________________________________________________________
   Address: _________________________________________________________________________________________
   E-mail ID: _______________________________________________________________________________________
   Signature: ______________________________________________________________________________________ _

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty-fifth Annual General Meeting of the Bank, to be held on Friday, August 16, 2019, at 2.00 p.m., at Hotel Sheraton Grand, Raja Bahadur Mill Road, Pune – 411 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Contd...
## Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.

2. To declare Dividend on Equity Shares of the Bank for the Financial Year ended March 31, 2019.

3. To appoint a Director in place of Mr. Romesh Sobti (DIN: 00031034), who retires by rotation and, being eligible, offers himself for re-appointment.

4. To appoint the Statutory Auditors of the Bank and authorise the Board of Directors to fix their remuneration.

## Special Business

5. **Ordinary Resolution:** Appointment of Mrs. Akila Krishnakumar (DIN: 06629992) as Non-Executive Independent Director

6. **Ordinary Resolution:** Appointment of Mr. Arun Tiwari (DIN: 05345547) as Non-Executive Independent Director

7. **Ordinary Resolution:** Appointment of Mr. Siraj Chaudhry (DIN: 00161853) as Non-Executive Independent Director

8. **Ordinary Resolution:** Appointment of Mr. Rajiv Agarwal (DIN: 00336487) as Non-Executive Independent Director

9. **Special Resolution:** Issue of Long-Term Bonds / Non-Convertible Debentures on Private Placement Basis

Signed this __________ day of __________ 2019

Signature of Shareholder ________________________________

Affix Revenue Stamp of ₹ 1

Signature of Proxy holder(s) ________________________________

**Note:** This Form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting, (i.e., on or before Wednesday, August 14, 2019 at 2.00 p.m.)