

IndusInd Bank Limited

(CIN L65191PN1994PLC076333)

Registered Office: 2401, Gen. Thimmayya Road, Pune 411 001. Tel.: (020) 30461600/603 Fax: (020) 2634 3231

Secretarial & Investor Services Office: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093.
Tel.: (022) 6641 2487 / 83; Fax: (022) 6641 2347. Website: www.indusind.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) [including any statutory modification or re-enactment thereof for the time being in force], for seeking the consent of the Members of IndusInd Bank Limited (“the Bank”) to pass the following Special Resolution by way of Postal Ballot for issuance of Long Term Infrastructure Bonds and Subordinated Non-Convertible Debentures (NCDs) / Bonds eligible to be included as Additional Tier 1 (AT1) and Tier 2 (T2) Capital of the Bank in domestic market to the identified parties, on Private Placement basis.

The proposed Resolution and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating the material facts and the reasons thereof, is appended. Postal Ballot Form alongwith the instructions for Ballot / e-voting, is enclosed for your consideration.

The Board of Directors of the Bank has appointed Mr. S.N. Bhandari, Practicing Company Secretary or failing him Ms Manisha Maheshwari, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Bank with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), and the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Bank is pleased to provide electronic voting (“e-voting”) facility as an alternative to its Shareholders to enable them to cast their votes electronically instead of casting the vote using physical Postal Ballot Forms.

Members, who opt to vote physically using Postal Ballot Form, may please read carefully the instructions printed behind the enclosed Postal Ballot Form and return the Form duly completed and signed in the attached Postage-prepaid self-addressed envelope so as to reach the Scrutinizer by 5.00 p.m., Thursday, March 26, 2015.

The Bank has engaged National Securities Depository Limited (“NSDL”) to provide e-voting facility to the Members of the Bank. As an alternative to the Postal Ballot voting, Members may choose to vote using e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form.

The e-voting facility is available at the link: <https://www.evoting.nsdl.com/> starts from Wednesday, February 25, 2015 until 5.00 p.m. on Thursday, March 26, 2015. Responses received by the Scrutinizer after the said date will be strictly treated as if no response has been received from the Member(s), in terms of the Postal Ballot Rules.

The Scrutinizer will submit his report to the Chairman of the Bank after completion of the scrutiny of physical Postal Ballot Forms / e-voting, and the result of the Postal Ballot will be announced at 5:00 p.m. on Friday, March 27, 2015 at the Corporate Office of the Bank at 8th Floor, Tower 1, One Indiabulls Centre, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013 and shall thereafter be published in newspapers. The said result shall also be displayed at the Registered / Secretarial & Investor Services Offices of the Bank and hosted on the Bank’s website www.indusind.com, besides being communicated to the Stock Exchange(s) where the securities of the Bank are listed.

Text of the Special Resolution to be passed by Members through Postal Ballot:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 42 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable provisions, if any, and the relevant references given under Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) required to be obtained from the Statutory Authorities including Reserve Bank of India (‘RBI’), approval of the members of the Bank be and is hereby accorded for borrowings / raising of funds in Indian currency by issue of Long-Term Infrastructure Bonds and Subordinated Non-Convertible Debentures (NCDs) / Bonds eligible to be included as

Additional Tier 1 (AT1) and Tier 2 (T2) Capital of the Bank in domestic market, on Private Placement basis, in one or more tranches under one or more shelf disclosure documents and / or one or more Letters of Offer and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor, etc. as deemed fit by the Board for an amount not exceeding Rs.2,000 crores, subject to fulfillment of conditions prescribed by RBI from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, returns and documents with such appropriate authorities and to delegate all or any of its powers herein conferred to any Committee or any Officer(s) of the Bank and / or any other person(s), to give effect to this Resolution.”

By Order of the Board
For IndusInd Bank Limited

sd/-
Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: February 20, 2015

Registered Office:

2401, Gen. Thimmayya Road
(Cantonment)
Pune – 411 001, Maharashtra
Email – investor@indusind.com, Website: www.indusind.com
Phone: (022) 6641 2200, Fax: (022) 6641 2224

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolution is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Bank between 10.00 a.m. and 12 noon on all working days of the Bank from the date hereof up to Thursday, March 26, 2015.
3. The Postal Ballot Notice alongwith the Postal Ballot Form shall also be hosted on Bank's website: www.indusind.com.
4. Shareholders can also register their e-mail IDs and contact numbers with the Bank by sending details to investor@indusind.com or with our Registrar and Transfer Agent viz., Link Intime India Pvt. Ltd. to enable the Bank to communicate to the shareholders, the information about various developments in the Bank vide EMAIL / SMS.
5. Shareholders who wish to avail physical copies of the Postal Ballot Notice / Form shall be provided same upon request.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Companies Act”) to the accompanying Notice dated Friday, February 20, 2015.

RBI has, vide Circulars dated July 15, 2014 and November 27, 2014, authorized banks to issue Long-Term Senior Unsecured Non-Convertible Debentures for a minimum maturity of 7 years to finance their incremental lending for infrastructure and affordable housing. Further, RBI, vide Master Circular dated July 1, 2014 on Basel III Capital Regulations amended vide Circular dated September 1, 2014, has laid down guidelines pertaining to issuance of Perpetual Debt Instruments eligible to be included as Additional Tier 1 (AT 1) Capital and Subordinated Bonds / Debentures eligible to be included as Tier 2 (T2) Capital.

Accordingly, the Board of Directors at their meeting held on January 13, 2015 had approved the proposal of borrowings / raising funds in Indian currency by issue of Long-Term Infrastructure Bonds / Subordinated Non-Convertible Debentures (NCDs) in domestic market, on Private Placement basis, in one or more tranches, for an amount not exceeding Rs. 2,000 crores.

In terms of the requirements of the Companies Act, 2013 and the Rules framed thereunder, the Board in the aforesaid meeting had decided to obtain approval of the Shareholders through Postal Ballot, which also includes voting through electronic means.

The pricing of the Long-Term Infrastructure Bonds / Non-Convertible Debentures (NCDs), Perpetual Debt Instruments (to be part of Additional Tier 1 Capital) and Tier 2 Capital Bonds would be in accordance with the applicable statutory guidelines depending upon the prevailing market conditions. These Bonds may carry a coupon at a fixed rate or at a floating rate.

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can make Private Placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Shareholders of the Bank, by a Special Resolution, separately for each of the offers or invitation. However, in case of offer or invitation for Non-Convertible Debentures, it shall be sufficient if the company passes a Special Resolution only once in a year for all the offers or invitation for such Debentures during the year.

Accordingly, the approval of the Shareholders is sought for issue of Long-Term Infrastructure Bonds and Subordinated Non-Convertible Debentures (NCDs) / Bonds eligible to be included as Additional Tier 1 (AT1) and Tier 2 (T2) Capital of the Bank in domestic market, on Private Placement basis, in one or more tranches under one or more shelf disclosure documents and / or one or more letters of offer and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board for an amount not exceeding Rs.2,000 crores.

The Board recommends the Resolution set out in the Notice to be passed as Special Resolution by the Members.

The Promoters, Directors and Key Managerial Personnel of the Bank or their relatives are deemed to be interested in the proposed Resolution to the extent of their shareholding in the Bank.

By Order of the Board
For IndusInd Bank Limited

sd/-
Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: February 20, 2015

Registered Office:

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