**IndusInd Bank**

July 28, 2017

**The Asst. Vice President**
**Listing Department**
**National Stock Exchange of India Ltd.**
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra–Kurla Complex
Bandra (East),
Mumbai – 400 051

**NSE Symbol: INDUSINDBK**

**The Deputy General Manager**
**Corporate Relationship Dept.**
**BSE Ltd.**
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort
Mumbai – 400 001

**BSE Scrip Code: 532187**

Dear Sir,

**Sub: Consolidated Results of Voting conducted in the 23rd Annual General Meeting of the Bank held on Wednesday, July 26, 2017**

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit at Annexure I the Consolidated Results of the Voting held through Remote e-Voting and voting by electronic means through Tablets at the AGM on the Resolutions set out in the Notice of the 23rd Annual General Meeting of the Bank held on Wednesday, July 26, 2017.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, the Scrutinizer's Report on Remote e-Voting and voting by electronic means through Tablets at the AGM is also enclosed at Annexure II.

| **Particulars** | **Numbers** |
|---|---|
| Total number of shareholders on record date (Wednesday, July 19, 2017): | 1,21,095 |
| No. of shareholders present in the meeting either in Person or through Proxy:<br>Promoters and Promoter Group #:<br>Public: | <br>-<br>349 |
| No. of shareholders present in the meeting through Video Conferencing:<br>Promoters and Promoter Group:<br>Public: | <br>Not Applicable |

*# Votes cast through Remote e-Voting*

The Resolutions proposed in the Notice of the 23rd AGM were approved by the members with requisite majority.

The Results of the Electronic Voting are also being hosted on the Bank's website at www.indusind.com

We also submit herewith Bank's Annual Report for the financial year 2016-17.

We request you to kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
**For IndusInd Bank Ltd.**

**Haresh Gajwani**
**Company Secretary**

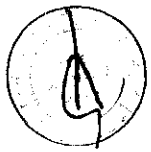
Encl: a/a

ANNEXURE I

| IndusInd Bank Limited | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Resolution Required : (Ordinary)** | | | **1 - Adoption of the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon** | | | | | |
| **Whether promoter/ promoter group are interested in the Agenda / Resolution?** | | | **No** | | | | | |
| **Category** | **Mode of Voting** | **No. of shares held** | **No. of votes polled** | **% of Votes Polled on outstanding shares** | **No. of Votes – in favour** | **No. of Votes – Against** | **% of Votes in favour on votes polled** | **% of Votes against on votes polled** |
| | | **[1]** | **[2]** | **[3]={[2]/[1]}*100** | **[4]** | **[5]** | **[6]={[4]/[2]}*100** | **[7]={[5]/[2]}*100** |
| Promoter and Promoter Group | Remote e-Voting | 89597767 | 89597767 | 100.0000 | 89597767 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **89597767** | **100.0000** | **89597767** | **0** | **100.0000** | **0.0000** |
| Public Institutions | Remote e-Voting | 333341981 | 212247320 | 63.6725 | 212247320 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 80000 | 0.0240 | 80000 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **212327320** | **63.6965** | **212327320** | **0** | **100.0000** | **0.0000** |
| Public Non Institutions | Remote e-Voting | 175611943 | 39245261 | 22.3477 | 39245141 | 120 | 99.9997 | 0.0003 |
| | e-Voting at the AGM | | 1565265 | 0.8913 | 1564962 | 303 | 99.9806 | 0.0194 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **40810526** | **23.2390** | **40810103** | **423** | **99.9990** | **0.0010** |
| **Total** | | **598551691** | **342735613** | **57.2608** | **342735190** | **423** | **99.9999** | **0.0001** |

# IndusInd Bank Limited

| Resolution Required : (Ordinary) | | | 2 - Declaration of Dividend on Equity Shares of the Bank for the Financial Year ended March 31, 2017 | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested in the genda / Resolution? | | | No | | | | | |
| **Category** | **Mode of Voting** | **No. of shares held** | **No. of votes polled** | **% of Votes Polled on outstanding shares** | **No. of Votes – in favour** | **No. of Votes – Against** | **% of Votes in favour on votes polled** | **% of Votes against on votes polled** |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | Remote e-Voting | 89597767 | 89597767 | 100.0000 | 89597767 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **89597767** | **100.0000** | **89597767** | **0** | **100.0000** | **0.0000** |
| Public Institutions | Remote e-Voting | 333341981 | 212373895 | 63.7105 | 212373895 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 80000 | 0.0240 | 80000 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **212453895** | **63.7345** | **212453895** | **0** | **100.0000** | **0.0000** |
| Public Non Institutions | Remote e-Voting | 175611943 | 40387589 | 22.9982 | 39244835 | 353 | 97.1705 | 0.0009 |
| | e-Voting at the AGM | | 1565265 | 0.8913 | 1564962 | 303 | 99.9806 | 0.0194 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **40810453** | **23.2390** | **40809797** | **656** | **99.9984** | **0.0016** |
| **Total** | | **598551691** | **342862115** | **57.2820** | **342861459** | **656** | **99.9998** | **0.0002** |



# IndusInd Bank Limited

| | |
|---|---|
| **Resolution Required : (Ordinary)** | **3 - Appointment of Mr. Romesh Sobti (DIN: 00031034), who retires by rotation and, being eligible, offers himself for re-appointment** |
| **Whether promoter/ promoter group are interested in the Agenda / Resolution?** | **No** |

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | Remote e-Voting | 89597767 | 89597767 | 100.0000 | 89597767 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **89597767** | **100.0000** | **89597767** | **0** | **100.0000** | **0.0000** |
| Public Institutions | Remote e-Voting | 333341981 | 212373895 | 63.7105 | 212373895 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 80000 | 0.0240 | 80000 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **212453895** | **63.7345** | **212453895** | **0** | **100.0000** | **0.0000** |
| Public Non Institutions | Remote e-Voting | 175611943 | 40387675 | 22.9983 | 39242486 | 2788 | 97.1645 | 0.0069 |
| | e-Voting at the AGM | | 1565265 | 0.8913 | 1564962 | 303 | 99.9806 | 0.0194 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **40810539** | **23.2390** | **40807448** | **3091** | **99.9924** | **0.0076** |
| **Total** | | **598551691** | **342862201** | **57.2820** | **342859110** | **3091** | **99.9991** | **0.0009** |



# IndusInd Bank Limited

| | |
|---|---|
| **Resolution Required : (Ordinary)** | **4 - Appointment of M/S Price Waterhouse Chartered Accountants LLP, Mumbai, Statutory Auditors of the Bank and authorise the Board of Directors to fix their remuneration** |
| **Whether promoter/ promoter group are interested in the Agenda / Resolution?** | **No** |

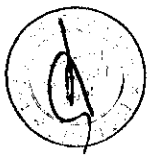
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | Remote e-Voting | 89597767 | 89597767 | 100.0000 | 89597767 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **89597767** | **100.0000** | **89597767** | **0** | **100.0000** | **0.0000** |
| Public Institutions | Remote e-Voting | 333341981 | 204443572 | 61.3315 | 197192594 | 7250978 | 96.4533 | 3.5467 |
| | e-Voting at the AGM | | 80000 | 0.0240 | 80000 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **204523572** | **61.3555** | **197272594** | **7250978** | 96.4547 | 3.5453 |
| Public Non Institutions | Remote e-Voting | 175611943 | 40385576 | 22.9971 | 39242743 | 432 | 97.1702 | 0.0011 |
| | e-Voting at the AGM | | 1565265 | 0.8913 | 1564962 | 303 | 99.9806 | 0.0194 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **40808440** | **23.2379** | **40807705** | **735** | **99.9982** | **0.0018** |
| **Total** | | **598551691** | **334929779** | **55.9567** | **327678066** | **7251713** | **97.8349** | **2.1651** |



# IndusInd Bank Limited

| | |
|---|---|
| **Resolution Required : (Ordinary)** | **5 - Re-appointment of Mr. R. Seshasayee (DIN: 00047985), as Part-time Non-Executive Chairman of the Bank for a period of two years, with effect from July 24, 2017** |
| **Whether promoter/ promoter group are interested in the Agenda / Resolution?** | **No** |

| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | Remote e-Voting | 89597767 | 89597767 | 100.0000 | 89597767 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **89597767** | **100.0000** | **89597767** | **0** | **100.0000** | **0.0000** |
| Public Institutions | Remote e-Voting | 333341981 | 209298924 | 62.7880 | 148787581 | 60511343 | 71.0886 | 28.9114 |
| | e-Voting at the AGM | | 80000 | 0.0240 | 80000 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **209378924** | **62.8120** | **148867581** | **60511343** | **71.0996** | **28.9004** |
| Public Non Institutions | Remote e-Voting | 175611943 | 40387630 | 22.9982 | 39243548 | 1681 | 97.1672 | 0.0042 |
| | e-Voting at the AGM | | 1565265 | 0.8913 | 1564962 | 303 | 99.9806 | 0.0194 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **40810494** | **23.2390** | **40808510** | **1984** | **99.9951** | **0.0049** |
| **Total** | | **598551691** | **339787185** | **56.7682** | **279273858** | **60513327** | **82.1908** | **17.8092** |



# IndusInd Bank Limited

| | |
|---|---|
| **Resolution Required : (Special)** | **6 - Borrowing of monies pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions** |
| **Whether promoter/ promoter group are interested in the Agenda / Resolution?** | **No** |

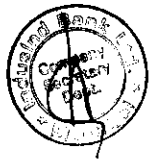
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|---|
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | Remote e-Voting | 89597767 | 89597767 | 100.0000 | 89597767 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **89597767** | **100.0000** | **89597767** | **0** | **100.0000** | **0.0000** |
| Public Institutions | Remote e-Voting | 333341981 | 212244805 | 63.6718 | 212244805 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 80000 | 0.0240 | 80000 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **212324805** | **63.6958** | **212324805** | **0** | **100.0000** | **0.0000** |
| Public Non Institutions | Remote e-Voting | 175611943 | 40256325 | 22.9235 | 39112386 | 1538 | 97.1584 | 0.0038 |
| | e-Voting at the AGM | | 1565265 | 0.8913 | 1564962 | 303 | 99.9806 | 0.0194 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **40679189** | **23.1642** | **40677348** | **1841** | **99.9955** | 0.0045 |
| **Total** | | **598551691** | **342601761** | **57.2385** | **342599920** | **1841** | **99.9995** | 0.0005 |

IndusInd Bank Ltd. Company Secretary Dept. Mumbai

# IndusInd Bank Limited

| Resolution Required : (Special) | | | 7 - Issue of Long-Term Bonds / Non-Convertible Debentures on Private Placement Basis | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested in the Agenda / Resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 |
| Promoter and Promoter Group | Remote e-Voting | 89597767 | 89597767 | 100.0000 | 89597767 | 0 | 100.0000 | 0.0000 |
| | e-Voting at the AGM | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **89597767** | **100.0000** | **89597767** | **0** | **100.0000** | **0.0000** |
| Public Institutions | Remote e-Voting | 333341981 | 212373895 | 0.6371 | 212223895 | 150000 | 99.9294 | 0.0706 |
| | e-Voting at the AGM | | 80000 | 0.0002 | 80000 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **212453895** | **0.6373** | **212303895** | **150000** | **99.9294** | **0.0706** |
| Public Non Institutions | Remote e-Voting | 175611943 | 40386867 | 22.9978 | 39244187 | 279 | 97.1707 | 0.0007 |
| | e-Voting at the AGM | | 1565265 | 0.8913 | 1564962 | 303 | 99.9806 | 0.0194 |
| | Postal Ballot | | - | - | - | - | - | - |
| | **Total** | | **40809731** | **23.2386** | **40809149** | **582** | **99.9986** | **0.0014** |
| **Total** | | **598551691** | **342861393** | **57.2818** | **342710811** | **150582** | **99.9561** | **0.0439** |

**Note:** 2,66,476 Equity Shares lying to the credit of the 'Unclaimed Suspense Account' in respect of which voting rights have been frozen in terms of Regulation 39(4) and Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



ANNEXURE II

**BHANDARI & ASSOCIATES**
Company Secretaries
901, Kamla Executive Park, Off. Andheri Kurla Road,
J. B. Nagar, Andheri East. Mumbai- 400 059
Tel: +91 22 4221 5300 Fax: +91 22 4221 5303
Email: mumbai@anilashok.com

**Consolidated Scrutinizer Report for Remote E-voting & E-Voting at the 23rd AGM of IndusInd Bank Limited**
(Pursuant to section 108 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended)

To,
The Chairman of 23rd Annual General Meeting of
IndusInd Bank Limited
(CIN: L65191PN1994PLC076333)
8th Floor, Tower 1, One Indiabulls Centre,
841, S.B. Marg, Elphinstone Road,
Mumbai - 400 013

Dear Sir,

I, S.N. Bhandari, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of IndusInd Bank Limited ("the Bank") for the purpose of scrutinizing the voting by electronic means ("remote e-Voting") and through Electronic means at the 23rd Annual General Meeting (AGM) by the Bank pursuant to Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended, on the resolutions contained in the Notice to the 23rd AGM of the shareholders of the Bank, held on July 26, 2017 at Hotel Sheraton Grand, Raja Bahadur Mill Road, Pune – 411 001, Maharashtra.

My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report of the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL") and Link Intime India Pvt. Ltd (Registrar and Share Transfer Agent) [the Agency/service provider] to the shareholders of the Bank.

BHANDARI & ASSOCIATES • COMPANY SECRETARIES • MUMBAI

(i) The Bank has availed the e-voting facility offered by NSDL for conducting Remote e-voting by the Shareholders of the Bank. The Bank has also availed the e-voting facility at the AGM venue provided by the Registrar and Share Transfer Agent (RTA) of the Bank for all those shareholders who were present at the AGM and who have not cast their votes through the remote e-voting facilities.

(ii) The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Financial Express" and a vernacular newspaper "Loksatta" of wide circulation in their respective editions dated the July 2, 2017

(iii) The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolution placed for approval of the Members was Wednesday, July 19, 2017.

(iv) As prescribed in the Rules, remote e-voting facility was kept open for three days from Sunday, July 23, 2017 (9.00 am) till Tuesday, July 25, 2017 (5.00 pm).

(v) At the end of remote e-voting period on Tuesday, July 25, 2017 at 5.00 pm voting portal of NSDL was blocked forthwith.

(vi) On Wednesday, July 26, 2017 after the conclusion of AGM, the report on the e-voting carried at the AGM venue was generated and diligently scrutinized, thereafter the votes cast through remote e-voting process were unblocked by me in the presence of two witnesses viz., Ms. Manisha Maheshwari and Ms. Sushmita Lunkad.

(vii) I have scrutinized and verified the remote e-voting and e-voting votes casted therein based on the data generated from NSDL e-voting portal and processed by RTA.

I now submit my Consolidated Report on Results of the remote e-voting and e-voting at the AGM in respect of said resolutions is as under:



**Item No. 1: As an Ordinary Resolution**

Adoption of the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 78 | 16,44,962 | 99.98 |
| Remote e-voting | 999 | 34,10,90,228 | 100 |
| **Total** | **1,077** | **34,27,35,190** | **100** |

(ii) Voted **against** the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 3 | 303 | 0.02 |
| Remote e-voting | 2 | 120 | 0.00(Negligible) |
| **Total** | **5** | **423** | **0.00(Negligible)** |

(iii) Votes Invalid:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members |
|---|---|---|
| E-voting at AGM | 0 | 0 |
| Remote e-voting | 11 | 11,42,401 |
| **Total** | **11** | **11,42,401** |



**Item No. 2: As an Ordinary Resolution**

Declaration of Dividend on equity shares of the Bank for the Financial Year ended March 31, 2017.

(i) Voted **in favour** of the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 78 | 16,44,962 | 99.98 |
| Remote e-voting | 1,005 | 34,12,16,497 | 100 |
| **Total** | **1,083** | **34,28,61,459** | **100** |

(ii) Voted **against** the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 3 | 303 | 0.02 |
| Remote e-voting | 1 | 353 | 0.00 (Negligible) |
| **Total** | **4** | **656** | **0.00 (Negligible)** |

(iii) Votes Invalid:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members |
|---|---|---|
| E-voting at AGM | 0 | 0 |
| Remote e-voting | 11 | 11,42,401 |
| **Total** | **11** | **11,42,401** |



**Item No. 3: As an Ordinary Resolution**

Appointment of Mr. Romesh Sobti, (DIN 00031034) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 78 | 16,44,962 | 99.98 |
| Remote e-voting | 992 | 34,12,14,148 | 100 |
| **Total** | **1,070** | **34,28,59,110** | **100** |

(ii) Voted **against** the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 3 | 303 | 0.02 |
| Remote e-voting | 13 | 2,788 | 0.00 (Negligible) |
| **Total** | **16** | **3,091** | **0.00 (Negligible)** |

(iii) Votes Invalid:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members |
|---|---|---|
| E-voting at AGM | 0 | 0 |
| Remote e-voting | 11 | 11,42,401 |
| **Total** | **11** | **11,42,401** |

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**Item No. 4: As an Ordinary Resolution**

Appointment of M/s Price Waterhouse Chartered Accountants LLP, Mumbai (Firm Regn. No. 012754N/N500016) as Statutory Auditors of the Bank for a period commencing from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Bank and to authorise the Board of Directors to fix their remuneration.

(i) Voted **in favour** of the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 78 | 16,44,962 | 99.98 |
| Remote e-voting | 931 | 32,60,33,104 | 97.82 |
| **Total** | **1,009** | **32,76,78,066** | **97.83** |

(ii) Voted **against** the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 3 | 303 | 0.02 |
| Remote e-voting | 58 | 72,51,410 | 2.18 |
| **Total** | **61** | **72,51,713** | **2.17** |

(iii) Votes Invalid:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members |
|---|---|---|
| E-voting at AGM | 0 | 0 |
| Remote e-voting | 11 | 11,42,401 |
| **Total** | **11** | **11,42,401** |



**Item No. 5: As an Ordinary Resolution**

Re-appointment of Mr. R. Seshasayee (DIN 00047985) as Part-time Non-Executive Chairman of the Bank for a period of two years, with effect from July 24, 2017

(i) Voted **in favour** of the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 78 | 16,44,962 | 99.98 |
| Remote e-voting | 811 | 27,76,28,896 | 82.10 |
| **Total** | **889** | **27,92,73,858** | **82.19** |

(ii) Voted **against** the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 3 | 303 | 0.02 |
| Remote e-voting | 182 | 6,05,13,024 | 17.90 |
| **Total** | **185** | **6,05,13,327** | **17.81** |

(iii) Votes Invalid:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members |
|---|---|---|
| E-voting at AGM | 0 | 0 |
| Remote e-voting | 11 | 11,42,401 |
| **Total** | **11** | **11,42,401** |



**Item No. 6: As a Special Resolution**

Borrowing of monies pursuant to Section 180 (1) (c) of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 78 | 16,44,962 | 99.98 |
| Remote e-voting | 992 | 34,09,54,958 | 100 |
| **Total** | **1,070** | **34,25,99,920** | **100** |

(ii) Voted **against** the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 3 | 303 | 0.02 |
| Remote e-voting | 10 | 1,538 | 0.00 (Negligible) |
| **Total** | **13** | **1,841** | **0.00 (Negligible)** |

(iii) Votes Invalid:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members |
|---|---|---|
| E-voting at AGM | 0 | 0 |
| Remote e-voting | 11 | 11,42,401 |
| **Total** | **11** | **11,42,401** |

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**Item No. 7: As a Special Resolution**

Accord approval to the Board of Directors to borrow/raise funds by way of issue of securities in the nature of Bonds/Non-convertible Debentures (NCDs) i.e. Long-Term Bonds including Infrastructure Bonds/Subordinated Non-convertible Debentures or Bonds eligible to be included as Additional Tier I and Tier II Capital of the Bank/any other instrument of a similar nature, upto an amount not exceeding Rs. 10,000 crores on Private Placement basis and that the said borrowing shall be within the overall borrowing limits of the Bank as may be approved by the Members from time to time.

(i) Voted **in favour** of the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 78 | 16,44,962 | 99.98 |
| Remote e-voting | 988 | 34,10,65,849 | 99.96 |
| **Total** | **1,066** | **34,27,10,811** | **99.96** |

(ii) Voted **against** the resolution:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members | % of total number of valid votes cast |
|---|---|---|---|
| E-voting at AGM | 3 | 303 | 0.02 |
| Remote e-voting | 14 | 1,50,279 | 0.04 |
| **Total** | **17** | **1,50,582** | **0.04** |

(iii) Votes Invalid:

| Mode of voting | Number of Members voted (in person or by proxy) | Number of votes cast by Members |
|---|---|---|
| E-voting at AGM | 0 | 0 |
| Remote e-voting | 11 | 11,42,401 |
| **Total** | **11** | **11,42,401** |

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(viii) All the resolutions mentioned in the AGM notice dated May 09, 2017 as per the details above stand passed under Remote E-Voting and electronic voting at AGM venue with the requisite majority.

(ix) The Electronic data and all other relevant records relating to the e-voting is under my safe custody and all will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours Faithfully,
**For Bhandari & Associates**
**Company Secretaries**

BHANDARI & ASSOCIATES • COMPANY SECRETARIES • MUMBAI

S. N. Bhandari
**Partner**
Membership No. 761
COP No. 366

Place: Mumbai
Date: July 28, 2017

Witness 1: Manisha
MANISHA MAHESHWARI

Witness 2 : S S Lunkad
Sushmita Lunkad

COUNTER SIGNED BY:
For IndusInd Bank Limited

IndusInd Bank Ltd. Company Secretary Dept. Mumbai

Company Secretary (CS)
(Under Authority by Chairman)