CIN L65191PN1994PLC076333

IndusInd Bank

June 30, 2015

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

Dear Sir / Madam,

Notice of Postal Ballot for Preferential Allotmemt of equity shares of face value of Rs.10 each to the Promoters of the Bank under the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended from time to time and Section 42 of the Companies Act, 2013 (including Rules made thereunder)

Further to our letter dated June 11, 2015, please find attached herewith Notice of the Postal Ballot dated June 25, 2015, in connection with above mentioned subject, along with the Postal Ballot Form and Instructions.

We request you to kindly take the information on record.

In terms of the requirements of the Listing Agreement, hard copies of the Notice have been couriered separately.

Yours faithfully,

For IndusInd Bank Limited

Haresh K. Gajwani
Company Secretary

Encl: A/a

IndusInd Bank

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 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") 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 ("Bank") and to pass a Special Resolution for allotment of equity shares on a preferential basis to IndusInd International Holdings Ltd. ("IIHL") and its subsidiary viz., IndusInd Ltd. ("IL"), Promoters of the Bank.

The Board of Directors of the Bank in their meeting held on April 16, 2015, had approved the proposal for augmenting capital by way of issuance of fresh equity not exceeding 10% of Authorised Equity Share Capital of the Bank through the QIP route or any other manner, in consultation with Lead Managers. The shareholders of the Bank had, on June 8, 2015 passed a Special Resolution through Postal Ballot ("Shareholders' Approval") for augmenting capital by way of issuance of fresh equity not exceeding 10% of Authorised Equity Share Capital of the Bank through the QIP route or any other manner, in consultation with Lead Managers. Pursuant to the Shareholders' Approval, the Finance Committee of the Board decided, on June 25, 2015, to open Qualified Institutions Placement ("QIP") of equity shares of the Bank in accordance with SEBI ICDR Regulations.

The Promoters, holding 15.09% of the equity share capital of the Bank as of March 31, 2015 have, vide their letter dated April 10, 2015, expressed willingness to retain their equity shareholding in the Bank up to 15% by way of allotment on a preferential basis, subject to necessary approval from Reserve Bank of India ("RBI") / shareholders.

The Board of Directors of the Bank, in their meeting held on June 11, 2015, approved Preferential Allotment of Equity Shares to Promoters ("Preferential Allotment") of the Bank up to 1.5% of the Authorised Equity Share Capital of the Bank of Rs.600 crores and within the limit of 10% referred to in the Shareholders' Approval so that post any other issue of equity shares that the Bank may do pursuant to the Shareholders' Approval and Preferential Allotment, the aggregate holding of the Promoters does not exceed 15%. The Bank has received 'in principle' approval of RBI for undertaking the Preferential Allotment vide letter dated June 17, 2015.

The proposed Resolutions and Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, stating the material facts and the reasons thereof, are appended. The Postal Ballot Form is enclosed for your consideration.

On June 25, 2015, the Finance Committee of the Board of Directors at their meeting appointed Mr. S.N. Bhandari, Practising Company Secretary, or failing him Ms Manisha Maheshwari, Practising 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 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), 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.

The Bank has engaged National Securities Depository Limited ("NSDL") to provide e-voting facilities to the Members. 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.

Members, who opt to vote physically using Postal Ballot Forms or do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form.

The e-voting facility will be available at the link: https://www.evoting.nsdl.com/ starting from 9.00 a.m. on Tuesday, June 30, 2015 until 5.00 p.m. on Wednesday, July 29, 2015.

Members are requested to read carefully and follow the instructions printed on 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. on Wednesday, July 29, 2015**.

Responses received by the Scrutinizer after the above 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 or in his absence, to any person authorized by him, 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 Thursday, July 30, 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 result of the Postal Ballot shall also be displayed at the Registered / Secretarial & Investor Services Office 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. The Resolution, if approved, will be taken as effectively passed on the date of declaration of Results.

Members requiring any clarifications on e-voting may contact National Securities Depository Limited on toll-free number **1800 222 990** or by email at evoting@nsdl.co.in.

Following Resolution is requested to be passed by the Members through Postal Ballot:

Allotment of Equity Shares to the Promoters on preferential basis:

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

"RESOLVED THAT subject to the provisions of Section 42 and Section 62 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable provisions, if any, including any amendment thereto or modification(s) or re-enactment(s) thereof and in accordance with the provisions of the Memorandum and Articles of Association of the Bank, the Listing Agreements entered into by the Bank with the Stock Exchange(s) and in accordance with any other applicable law or regulations, in India or outside India, including without limitation, the provisions of the Foreign Exchange Management Act, 1999, ("FEMA") and rules and regulations framed thereunder as amended from time to time, and subject to the Regulations / Guidelines, if any, prescribed by the Reserve Bank of India, Securities and Exchange Board of India including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended from time to time, and by all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of the Government of India, Securities and Exchange Board of India, Reserve Bank of India and all other appropriate authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions as deemed fit, the consent, authority, the approval of the Members of the Bank be and is hereby accorded to offer, issue and allot on a preferential basis, up to 87,81,360 equity shares of Rs.10 each (Equity Shares) (i.e., up to 1.5% of the Authorised Equity Share Capital of the Bank of Rs.600 crores and within the limit of 10% of the Authorised Equity Share Capital of the Bank as approved by the members through Postal Ballot on June 8, 2015 (Shareholders' Approval) so that post any other issue of equity shares that the Bank may do pursuant to the Shareholders Approval and Preferential Allotment, the aggregate holding of the Promoters, i.e., IndusInd International Holdings Ltd. ("IIHL") and its subsidiary, viz., IndusInd Ltd. ("IL") does not exceed 15%) in accordance with the Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, to IndusInd International Holdings Ltd. and IndusInd Ltd., Promoters of the Bank on such terms and conditions as may be deemed appropriate by the Board (hereinafter called the "Board" which term shall be deemed to include the Finance Committee of the Board of Directors) in its absolute discretion and wherever necessary, in consultation with Advisor(s) and / or such other person(s), but without requiring any further approval or consent from the shareholders and also subject to the applicable laws, rules, regulations and guidelines prevailing in this regard.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the 'Relevant Date' for the purposes of determining the floor price of the Equity Shares in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time, shall be **Tuesday, June 30, 2015,** i.e., 30 days prior to the date of passing of the Special Resolution.

RESOLVED FURTHER THAT the Preferential Allotment shall be within the limit of fresh issue of equity shares not exceeding 10% of the Authorised Equity Share Capital of the Bank as authorised by the Shareholders Approval.

RESOLVED FURTHER THAT the **'**Floor Price' be determined in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 or such higher price be determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in terms of this Resolution shall rank *pari passu* with the existing Equity Shares of the Bank in all respects, including dividend and shall be subject to the Memorandum of Association and Articles of Association of the Bank and shall be subject to lock-in as provided under the provisions of chapter VII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of receipt of shareholders' approval or in the event the allotment of Equity Shares require any approval(s) or permission(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission(s), as the case may be.

RESOLVED FURTHER THAT the Board and / or Managing Director and Chief Executive Officer and / or Company Secretary and / or Chief Financial Officer be and is hereby authorised to enter into and execute all such agreements and arrangements with any Depository(ies), Custodian(s) and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of fees, reimbursement of expenses or the like, and also to seek the listing of the Equity Shares in one or more Stock Exchange(s), in India, as the case may be and to settle any questions, difficulties, doubts that may arise in regard to the Preferential Allotment, issue and allotment of Equity Shares and utilization of issue proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to allot such number of equity shares as may be required to be issued and allotted in accordance with the terms of the offer.

RESOLVED FURTHER THAT the Board and / or Managing Director and Chief Executive Officer and / or Company Secretary and / or Chief Financial Officer 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 and to delegate all or any of its powers herein to any Officer(s) of the Bank in such manner as they may deem fit in their absolute discretion."

By Order of the Board
For IndusInd Bank Limited

Sd/-

Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: June 25, 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 **Wednesday, July 29, 2015**.

3. The Notice of Postal Ballot is being sent to all Members whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories as on **Friday, June 19, 2015.**

4. The Postal Ballot Form, along with the instructions for Ballot voting and e-voting, is enclosed separately.

5. The Postal Ballot Notice along with the Postal Ballot Form shall also be hosted on Bank's website: www.indusind.com.

6. Shareholders who wish to avail physical copies of the Postal Ballot Notice / Form shall be provided the same upon request.

7. 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 via e-mail / SMS.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Companies Act") to the accompanying Notice dated Thursday, June 25, 2015

Allotment of Equity Shares to Promoters on preferential basis

The Bank is in the process of raising additional capital to meet the needs of its growing business, including long-term capital requirements for pursuing growth plans and to enhance Capital Adequacy Ratio, to increase capacity to lend and for general corporate purposes, and for that purpose proposes to issue up to 87,81,360 Equity Shares of Rs.10 each to Promoters, i.e., IndusInd International Holdings Ltd. (IIHL) and its subsidiary IndusInd Ltd. (IL), on a preferential basis.

The Board of Directors of the Bank in their meeting held on April 16, 2015 had approved the proposal for augmenting capital by way of issuance of fresh equity not exceeding 10% of Authorised Equity Share Capital of the Bank through the QIP route or any other manner, in consultation with Lead Managers. In this regard, the shareholders of the Bank had, on June 8, 2015, passed a Special Resolution through Postal Ballot ("Shareholders' Approval") for augmenting capital by way of issuance of fresh equity not exceeding 10% of Authorised Equity Share Capital of the Bank through QIP route or any other manner, in consultation with Lead Managers. Pursuant to the Shareholders' Approval, the Finance Committee of the Board of Directors decided, on June 25, 2015, to open Qualified Institutions Placement ("QIP") of equity shares of the Bank in accordance with SEBI ICDR Regulations.

The Promoters, holding 15.09% of the equity Share Capital of the Bank as on March 31, 2015 had, vide their letter dated April 10, 2015, expressed willingness to retain their equity shareholding in the Bank up to 15% by way of allotment on a preferential basis, subject to necessary approval from Reserve Bank of India ("RBI") / shareholders.

The Board of Directors of the Bank, in their meeting held on June 11, 2015, approved Preferential Allotment of Equity Shares to Promoters ("Preferential Allotment") of up to 1.5% of the Authorised Equity Share Capital of the Bank of Rs.600 crores and within the limit of 10% referred to in the Shareholders' Approval so that post any other issue of equity shares in that the Bank may do pursuant to the Shareholders' Approval and Preferential Allotment, the aggregate holding of the Promoters does not exceed 15%. The Bank has received in-principle approval of RBI for undertaking the Preferential Allotment vide letter dated June 17, 2015.

The Equity Shares allotted would be listed on BSE and NSE.

The Preferential Allotment is subject to the approval of the members of the Bank and other statutory approvals, if any. Since the Bank is a listed company, the proposed issue is in terms of the provisions of the Companies Act, 2013 ("Act"), SEBI (ICDR) Regulations, 2009 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable provisions.

Details of the Preferential Allotment and other particulars in terms of Regulation 73 of SEBI (ICDR) Regulations in relation to the aforementioned Special Resolution are given as under:

1. Objects of the Issue:

To meet the needs of our growing business, including long term capital requirements for pursuing our growth plans and to enhance our capital adequacy ratio, to increase our capacity to lend and for general corporate purposes.

2. Instrument and Numbers:

The Bank is proposing to issue up to 87,81,360 Equity Shares in the following manner:

(a) Issue of up to 66,38,224 Equity Shares to IndusInd International Holdings Limited
(b) Issue of up to 21,43,136 Equity Shares to IndusInd Limited

3. Issue Price and Relevant Date:

The price at which Equity Shares will be allotted under the Preferential Allotment shall be in accordance with Chapter VII of the SEBI ICDR Regulations, however, such price shall not be less than the price at which the Equity Shares are allotted to Qualified Institutional Buyers in the QIP.

As per Chapter VII of the said SEBI (ICDR) Regulations, issue of Equity Shares, on a preferential basis, can be made at a price not less than the higher of the following:

(a) The average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the recognized Stock Exchange during the twenty six weeks preceding the Relevant Date; or
(b) The average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on a Stock Exchange during the two weeks preceding the Relevant Date.

For this purpose, "**Relevant Date**" means the date thirty days prior to the date of passing of the proposed Resolution. Accordingly, the Relevant Date for the preferential allotment is **Tuesday, June 30, 2015** (in terms of Regulation 71 of the SEBI (ICDR) Regulations).

4. Undertakings of the Bank:

The Bank undertakes to re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

5. Intention of promoters / directors / key management persons to subscribe:

The Preferential Allotment is being made to IndusInd International Holdings Limited and IndusInd Limited, who are the Promoters of the Bank.

6. The identity of the natural persons who are the ultimate beneficial owners and change of control, if any:

Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of the proposed allottee	Category	Ultimate beneficial owners of the proposed allottees	Change of Control
1.	IndusInd International Holdings Limited ("IIHL")	Promoter	IIHL is a Company incorporated in Mauritius. As on June 25, 2015, IIHL has 616 shareholders. No one shareholder is in control of IIHL. Top 3 shareholders of IIHL (who in aggregate hold 28.30% of the paid-up share capital of IIHL as on June 25, 2015) are 3 banks namely, Hinduja Bank (Switzerland) Limited, CIM Banque S.A., Banque Cantonale de Geneve ("Banks"). These Banks are governed by the banking regulator in Switzerland. No other shareholder of IIHL holds more than 5% of paid up share capital of IIHL.	The proposed preferential issue of Equity Shares to IIHL shall not result in change of control of the Bank
2.	IndusInd Limited ("IL")	Promoter	IIHL is the holding company of IndusInd Limited, holding 94.56% of the paid up share capital of IndusInd Limited. The balance 5.44% of the paid up share capital of IndusInd Limited is held by CIM Banque S.A. ("Bank"). The Bank is governed by the banking regulator in Switzerland. For ultimate beneficial owners of IIHL, please refer above.	The proposed preferential issue of Equity Shares to IndusInd Limited shall not result in change of control of the Bank

Post allotment of Equity Shares under Preferential Allotment, there will be a consequential change in the shareholding of the Bank, but the voting rights shall remain substantially the same due to applicability of provisions of Section 12(2) of the Banking Regulation Act, 1949.

7. Pre-issue & Post-issue Shareholding Pattern of the Bank is given below:

Category of shareholder	Pre-issue as on June 19, 2015		Post-issue*	
	Total number of shares	Percentage of total number of shares**	Total number of shares	Percentage of total number of shares
Shareholding of Promoter and Promoter Group				
Indian promoters	-	-	-	-
Foreign Promoters	79,899,984	15.04	88,681,344*	16.42*
Total Indian Promoter and Foreign Promoter	**79,899,984**	**15.04**	**88,681,344***	**16.42***
Public shareholding				
Institutions	253,635,635	47.75	253,635,635	46.97
Non-institutions	132,975,754	25.03	132,975,754	24.63
Total Public Shareholding	**386,611,389**	**72.78**	**386,611,389**	**71.60**
Shares held by custodians and against which Depository Receipts have been issued				
Promoter and Promoter group	-	-	-	-
Public	**64,682,364**	**12.18**	**64,682,364**	**11.98**
Total	**531,193,737**	**100.00**	**539,975,097**	**100.00**

* The post-issue shareholding calculated above assumes issue and allotment of 87,81,360 Equity Shares to the Promoters under Preferential Allotment and does not take into account the equity shares to be issued and allotted pursuant to the QIP. Post the issuance and allotment of equity shares pursuant to the QIP, the Promoters' shareholding will not exceed 15% of the paid-up share capital of the Bank.

** The aforesaid percentages are based on capital as on Friday, June 19, 2015 without taking into consideration any potential dilutions by way of issuance of shares under the employee's stock option scheme of the Bank.

8. Proposed time of Allotment:

The Equity Shares shall be allotted within a period of 15 days from the date of receipt of shareholders' approval, or in the event of the allotment of Equity Shares requiring approvals or permissions from any regulatory authority or the Central Government, within 15 days from the date of such approvals or permission, as the case may be.

9. Lock-in:

The Equity Shares proposed to be offered and allotted in the Preferential Allotment shall be locked-in in accordance with Regulation 78 of Chapter VII of SEBI (ICDR) Regulations.

10. Auditor's Certificate:

The Statutory Auditor's certificate, as required under Regulation 73(2) of the SEBI (ICDR) Regulations will be made available for inspection at the Secretarial & Investor Services Office of the Bank at 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093 of the Bank between 10 a.m. and 1 p.m. on all working days (excluding Saturday and Sunday) up to Wednesday, July 29, 2015.

It is proposed to obtain consent of the Members, pursuant to the provisions of Section 42 and 62 and other applicable provisions of the Companies Act, 2013, and SEBI (ICDR) Regulations, 2009, and in terms of the provisions of the Listing Agreements, to issue and allot Equity Shares on a preferential basis to Promoters as stated in the Special Resolution set out in the accompanying Notice.

The Promoters are interested in the proposed resolution to the extent to their shareholding in the Bank.

None of the Directors and Key Managerial Personnel including their relatives is any way concerned or interested in the proposed Resolution.

The Board recommends passing of the Resolution set out in the accompanying Notice, as a Special Resolution.

By Order of the Board
For IndusInd Bank Limited

Sd/-

Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: June 25, 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

IndusInd Bank Limited

(CIN L65191PN1994PLC076333)
Registered Office: 2401, Gen. Thimmayya Road, Pune 411 001, India
Secretarial & Investor Services Office: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai - 400 093.
Tel.: (022) 6641 2483 / 6641 2487; Fax: (022) 6641 2347.

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully and return the Form on or before Wednesday, July 29, 2015]

Serial No. _____

1. Name(s) and Registered Address of the sole / first - named shareholder :

2. Name(s) of Joint–Holder(s), if any :

3. Registered Folio No / DP ID No. / Client ID No.* (*Applicable to investors holding shares in dematerialised form) :

4. No. of Shares held :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot as specified in the Notice dated June 25, 2015, by conveying my / our assent / dissent to the said Resolution by placing tick (✓) mark in the appropriate box below:

Item of Notice No.	Description	No. of Shares	OPTION (Please put "✓" in the appropriate box below)	
			I / We assent (agree) to the Resolution (Vote in favour)	I / We dissent (disagree) to the Resolution (Vote against)
1	Allotment of equity shares on preferential basis to IndusInd International Holdings Ltd. ("IIHL") and its subsidiary viz., IndusInd Ltd. ("IL"), Promoters of the Bank			

Place:
Date:

_____
Signature of the Member

Email ID: …… Contact No: ……

Electronic Voting Particulars

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
102066		

NOTE: Please return your Postal Ballot Form in the Postage-prepaid self-addressed envelope enclosed herewith.

INSTRUCTIONS

1. GENERAL INFORMATION

(a) There will be one Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint -holders.

(b) Members can opt for only one mode of voting, i.e., either by Ballot or through e-voting. In case you are opting for voting by Ballot, then please do not cast your vote by e-voting and vice -versa. In case Members cast their votes both by Ballot and e-voting, the votes cast through Ballot shall prevail and the votes cast through e-voting shall be considered invalid.

(c) Voting rights in the Ballot / e-voting cannot be exercised by a Proxy. However, Corporate and Institutional shareholders shall be entitled to vote through their Authorised Representatives with proof of their authorisation, as stated below.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

(a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. S.N. Bhandari, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 in the enclosed postage-prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members residing outside India should stamp the envelopes appropriately.

(b) There shall be one Postal Ballot for every folio, irrespective of the number of joint-holders. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the cut-off date, i.e., **Friday, June 19, 2015.**

(c) In case of joint-holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Bank in respect of shares held in physical form or furnished by NSDL / CDSL to the Bank in respect of shares held in dematerialised form) by the first-named shareholder and failing him, by the next-named shareholder.

(d) In case of shares held by Corporate and Institutional shareholders (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a Certified True Copy of the appropriate Board Resolution / Authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested.

(e) Duly completed Postal Ballot Forms should reach the Scrutinizer not later than **5.00 p.m. on Wednesday, July 29, 2015.** Postal Ballot Forms received after this date shall be considered invalid.

(f) Postal Ballot Forms which are incomplete / unsigned or defective in any manner shall be rejected. The Scrutinizer's decision in this regard shall be final and binding.

(g) A Member seeking duplicate Postal Ballot Forms or desiring any guidance pertaining to the Ballot Process can write to Bank's Registrar & Transfer Agent - Link Intime India Pvt. Ltd., C13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. It may be noted that the duplicate Postal Ballot Forms, should reach the Scrutinizer not later than **5.00 p.m. on Wednesday, July 29, 2015.**

(h) Members are requested not to send any other paper (other than the resolution / authority as mentioned under point 2 (d) above) along with the Postal Ballot Form in the enclosed postage-prepaid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelop would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

(a) **In case of Members receiving the Postal Ballot Form by e-mail:**

(i) Open e-mail and open PDF file, viz., "IBL e-Voting.pdf" with your Client ID or Folio No. as Password. The said PDF file contains your User ID and password for e-voting. Please note that the Password is an initial Password.
(ii) Launch Internet browser by typing the following URL: https://www.evoting.nsdl.com/
(iii) Click on "Shareholder – Login".
(iv) Insert User ID and Password as Initial Password noted in step 3 (a) (i) above. Click "Login".
(v) "Password change" menu appears. Change the Password with new password of your choice, with minimum 8 digits / characters or combination thereof. Note new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep it confidential.
(vi) Home page of "e-Voting" opens. Click on "e-Voting: Active Voting Cycles".
(vii) Select "EVEN" (E-Voting Event Number) of IndusInd Bank Limited.
(viii) Now you are ready for e-Voting as "Cast Vote" page opens.
(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
(x) Upon confirmation, the message "Vote cast successfully" will be displayed.
(xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.
(xii) Corporate and Institutional shareholders (i.e., Companies, Trusts, Societies, etc., other than Individuals, HUFs, NRIs) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the authorized signatory(ies), to the Scrutinizer through e-mail at indusindscrutinizer@gmail.com or iblevoting@indusind.com with a copy marked to evoting@nsdl.co.in.

(b) **In case of Members receiving Postal Ballot Form by Post:**

(i) Initial Password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

(ii) Please follow all steps from Sl. No. 3 (a) (ii) to (xii) above, to cast your vote.

(c) In case of any queries, you may refer to the "Frequently Asked Questions" (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the Downloads section of NSDL's e-voting website: www.evoting.nsdl.com. You can also send your queries / grievances relating to e-voting to Link Intime India Pvt. Ltd. at C13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.

(d) If you have already registered with NSDL for e-voting, you can use your existing User ID and Password for casting your vote.

(e) You can also update your mobile number and e-mail ID in the User Profile details of the folio which may be used for sending future communication(s).

(f) The e-voting period shall commence **at 9.00 a.m. on Tuesday, June 30, 2015 and shall end at 5.00 p.m. on Wednesday, July 29, 2015**. Hence, e-voting platform shall be disabled by NSDL at 5.00 p.m. on **Wednesday, July 29, 2015**.

(g) Members requiring any clarifications on e-voting may contact National Securities Depository Limited on toll-free number **1800 222 990** or by email at evoting@nsdl.co.in.