NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of Indusind Bank Limited will be held at 2.00 p.m. on Friday, June 28, 2013, at Hotel Le Meridien, Raja Bahadur Mill Road, Pune – 411001, India, to transact the following business:

Ordinary Business

1. To consider and adopt the Balance Sheet as at March 31, 2013 and the Profit and Loss Account for the year ended March 31, 2013 together with the Reports of the Directors and Auditors thereon.
2. To declare Dividend for the year.
3. To appoint a Director in place of Mr. S. C. Tripathi, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. T. T. Ram Mohan, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** subject to approval of Reserve Bank of India ("RBI") and pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956 and any statutory modification or re-enactment thereof for the time being in force ("the Act"), M/s B S R & Co., Chartered Accountants, Mumbai, ICAI Registration No.042554 / Firm's Registration No.101248W, or such other auditor as may be approved by RBI be and are hereby appointed as the Statutory Auditors of the Bank to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration, plus service tax and such other tax(es), as may be applicable, and reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Bank, and on such terms and conditions as may be fixed by the Board of Directors based on the recommendations of the Audit Committee."

Special Business

6. **Re-appointment of Mr. R. Seshasayee as Part-time Chairman**

   To consider and, if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

   "**RESOLVED THAT** subject to the approval of Reserve Bank of India (RBI) under Section 10-B (1-A) the applicable provisions of the Banking Regulation Act, 1949, the applicable provisions of the Companies Act, 1956, and as per the approval of the Board, consent of the members of the Bank be and is hereby accorded for the re-appointment of Mr. R. Seshasayee as Part-time Chairman of the Bank, not subject to retirement by rotation, for a further period of two years, w.e.f. July 24, 2013, on such terms and conditions as may be approved by the Reserve Bank of India.

   RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to file the requisite forms with the Registrar of Companies and to take all necessary steps for giving effect to this resolution."

7. **Re-appointment of Mr. Romesh Sobti as Managing Director and CEO**

   To consider and, if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

   "**RESOLVED THAT** subject to the approval of Reserve Bank of India under Section 35B of the Banking Regulation Act, 1949 as amended from time to time and the applicable provisions of the Companies Act, 1956, consent of members of the Bank be and is hereby accorded for the re-appointment of Mr. Romesh Sobti as Managing Director and CEO of the Bank, not subject to retirement by rotation, for a period of three years with effect from February 1, 2014 on such terms and conditions as may be approved by the Board of Directors and by the Reserve Bank of India."

   RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to file the requisite forms with the Registrar of Companies and to take all necessary steps for giving effect to this resolution."

By Order of the Board

Haresh K. Gajwani
Company Secretary

Place : Mumbai
Date : May 8, 2013

IndusInd Bank Ltd. Company Secretary Dept. Mumbai

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE BANK. The Proxy Form should be lodged with the Bank at its Registered Office at least 48 hours before the time of the meeting.

2. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Businesses is annexed hereto.

3. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Bank during Office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting (AGM).

4. The Register of Members and Share Transfer Books of the Bank will remain closed from Wednesday, June 19, 2013 to Friday, June 28, 2013 (both days inclusive).

5. The Dividend would be made payable on or after Monday, July 1, 2013 to the shareholders whose names stand in the Register of Members on Tuesday, June 18, 2013.

   In terms of the directives of Securities and Exchange Board of India, shares issued by companies should rank pari passu in all respects, including for dividend entitlement. Accordingly, equity shares allotted under the QIP issuance and the equity shares allotted / to be allotted by the Bank upto June 18, 2013 under the Bank's 'Employee Stock Option Scheme ("ESOS") 2007', will be entitled for full dividend for the financial year ended March 31, 2013, if declared at the Meeting.

6. Shareholders are requested to furnish contact details such as e-mail IDs, cell phone numbers and telephone numbers to the Company Secretary or to the Registrar, to enable the Bank to communicate to shareholders more frequently the information about developments in the Bank.

7. Members / Proxies should bring the Attendance Slip duly filled in for attending the AGM.

8. A brief profile of the Directors retiring by rotation and eligible for re-appointment is furnished in the Report on Corporate Governance.

9. SEBI have made it mandatory for every participant in the securities / capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN Card, duly attested, to the Registrar and Share Transfer Agents of the Bank, viz., Link Intime India Pvt. Ltd.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Mr. R. Seshasayee was re-appointed Part-time Chairman of the Bank on July 24, 2011 for a period of two years. Mr. Seshasayee's tenure accordingly concludes on July 23, 2013. Members are requested to consider Mr. Seshasayee's re-appointment as Part-time Chairman of the Bank, for a further period of two years.

Mr. Seshasayee, a Chartered Accountant, assumed the office of Executive Vice Chairman of Ashok Leyland Ltd., after having been Managing Director for 13 years until 2011. He had held Directorship of ICICI Bank Ltd. from May 6, 1997 to October 31, 2003. During that tenure, he also held the position of Chairman of the Audit Committee of the Board. Mr. Seshasayee has also been President of the Confederation of Indian Industry and a member of various Committees of the Society of Indian Automobile Manufacturers.

Members are requested to pass the resolution under Item No.6 as an Ordinary Resolution.

None of the Directors of the Bank, other than Mr. R. Seshasayee, is in any way concerned or interested in the passing of the Resolution.

Item No. 7

Mr. Romesh Sobti assumed charge as Managing Director & CEO of the Bank w.e.f. February 1, 2008 for a period of three years, and requisite approval as required u/s 35B of the Banking Regulation Act, 1949 was obtained. The said appointment was approved by the shareholders in the General Body meeting held on September 22, 2008. Mr. Sobti was thereafter re-appointed as Managing Director & CEO of the Bank in the Annual General Meeting held on June 28, 2010 for a further period of three years, w.e.f. February 1, 2011.

Since Mr. Sobti's tenure would conclude on January 31, 2014, approval of the Members for his re-appointment as Managing Director & CEO of the Bank for a further period of three years is requested, subject to the approval of the Reserve Bank of India.

Mr. Sobti has 39 years of banking experience. Prior to this assignment, Mr. Sobti was the Executive Vice President – Country Executive, India, and Head – UAE & Subcontinent, at ABN Amro Bank. Mr. Sobti had also been associated with ANZ Grindlays Bank plc (now Standard Chartered Bank) and State Bank of India in the past. He holds a Bachelors Degree (Honours) in Electrical Engineering and has also done his Diploma in Corporate Laws and Practice and Secretarial Practice.

Members are requested to pass the resolution under Item No.7 as an Ordinary Resolution.

None of the Directors of the Bank, other than Mr. Romesh Sobti, is in any way concerned or interested in the passing of the Resolution.

By Order of the Board

Place : Mumbai
Date : May 8, 2013

Haresh K. Gajwani
Company Secretary

Certified True Copy
For IndusInd Bank Ltd.

Company Secretary

Certified True Copy
For Indusind Bank Ltd.

Company Secretary