IndusInd Bank

November 27, 2012

**National Stock Exchange of India Ltd.**
Listing Department
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051

Dear Sir,

**Qualified Institutional Placement (QIP)**

We hereby notify that our Bank has on November 26, 2012 opened the issue for Qualified Institutional Placement of equity shares of our Bank.

The Resolution passed by the Finance Committee of the Board of Directors for opening of the issue of equity shares is enclosed.

The details pertaining to allotment and pricing of the issue will be intimated shortly.

Thanking you,

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

IndusInd Bank Ltd. ★ Company Secretarial Department ★ Mumbai Corporate Office

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

**Encl:** as above

**RESOLUTION PASSED AT THE 14th MEETING OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS (THE "COMMITTEE") HELD ON NOVEMBER 26, 2012 IN THE BOARD ROOM, 9TH FLOOR, 1, SARDAR PATEL ROAD, CHENNAI – 600032 AT 4:00 P.M. WITH RESPECT TO THE PROPOSED ISSUE OF EQUITY SHARES OF INDUSIND BANK LIMITED (THE "BANK")**

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## OPENING OF THE ISSUE OF EQUITY SHARES

**"RESOLVED THAT** pursuant to the Special Resolutions passed under Section 81(1A) of the Companies Act, 1956, as amended, by the shareholders of the Bank at the Annual General Meeting held on July 17, 2012, to create, issue, offer and allot equity shares of face value Rs. 10/- each ("Equity Shares") by way of a Qualified Institutions Placement ("QIP"), in accordance with the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), of an aggregate face value not exceeding 25% of the Authorized Equity Share Capital of the Bank, to be subscribed by Qualified Institutional Buyers (as defined under the ICDR Regulations), and the resolutions of the Board of Directors of the Bank dated October 10, 2012, consent and approval of the Committee be and is hereby accorded to open today, i.e., November 26, 2012, the issue of 5,21,00,000 shares via the QIP route, in terms of the Preliminary Placement Document dated as of November 26, 2012 (the "Issue"), in accordance with the ICDR Regulations."

**"RESOLVED FURTHER THAT** in respect of the Issue, the relevant date for the determination of the minimum price per Equity Share, as calculated based on the pricing formula prescribed under Regulation 85(1) of the ICDR Regulations, shall be the date of these resolutions, i.e., November 26, 2012."

**"RESOLVED FURTHER THAT** in respect of the Issue, the minimum price per Equity Share, as calculated in accordance with Regulation 85(1) of the ICDR Regulations, shall be Rs.374.05".

**"RESOLVED FURTHER THAT** the Preliminary Placement Document, the Placement Agreement dated November 26, 2012 executed by the Bank and the Joint Global Coordinators and the Book Running Lead Managers and the Escrow Agreement (a copy of each of which was placed before the Committee and initialed by the Chairman for the purpose of identification) be and are hereby approved by the Committee."

**"RESOLVED FURTHER THAT** a copy of the foregoing resolutions be forwarded to, and filed with, the concerned authorities."

**"RESOLVED FURTHER THAT** each of Mr. Romesh Sobti, Mr. Sanjay Malik, Mr. S.V. Zaregaonkar and Mr. Haresh Gajwani, be and are hereby severally authorized:

i) To submit the requisite applications to various statutory authorities for securing any necessary approvals and to accept all conditions and modifications as may be prescribed by any of them while granting any such approval, consent, permission, sanction, as may be deemed fit in his / her absolute discretion;

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IndusInd Bank Ltd. Company Secretarial Department Mumbai Corporate Office

ii) To negotiate, finalize, settle, approve and sign on behalf of the Bank the Preliminary Placement Document, the Placement Document, the Bid-cum-Application form, confirmation of allocation note, the Placement Agreement, the escrow agreement and any other document in connection with the Issue or any modification(s) or amendment(s) thereto, if any, and to approve or recast any financial statements/projections as may be required including signing of any document or filing thereof with relevant authorities and to take all necessary and incidental actions in relation to the Issue;

iii) To decide the bid opening and the bid closing dates;

iv) To apply to the BSE Limited and the National Stock Exchange of India Limited (together, the "Stock Exchanges") for the permission to list the Equity Shares to be issued and allotted pursuant to the Issue and to do all such acts, deeds, matters and things and to sign all such papers, documents and agreements as may be necessary to seek listing of such shares with the Stock Exchanges with the power to sign and settle any query, questions and doubts that may arise in this regard;

v) To coordinate with the Stock Exchanges, the Securities and Exchange Board of India (the "SEBI"), the Registrar of Companies, the Reserve Bank of India and any other appropriate authorities with respect to the Issue;

vi) To represent the Bank before any appropriate authority with respect to the Issue and to sign, execute and deliver all deeds, documents, instruments and writings and to do and perform all such acts, deeds, matters and things that may be necessary to do so to give effect to these resolutions."

**"RESOLVED FURTHER THAT** the Directors of the Bank and the Company Secretary be and are hereby severally authorized to certify the true copy of these resolutions and forward such resolutions to any person or authority for their record and necessary action."

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IndusInd Bank Ltd. Company Secretary Dept. Mumbai Corporate Office

IndusInd Bank Ltd. Company Secretary Dept. Mumbai

**Certified True Copy**
**For IndusInd Bank Limited**

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