NOTICE

INDUSIND BANK LIMITED

CIN: L65191PN1994PLC076333

Secretarial & Investor Services: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg,
Andheri (East), Mumbai – 400 093.
Tel: (022) 6641 2487 / 2483, Fax: (022) 6641 2347
E-mail: investor@indusind.com, Website: www.indusind.com

NOTICE is hereby given that the Twenty-second Annual General Meeting (AGM) of the Members of IndusInd Bank Limited will be held at Hotel Le Meridien, Raja Bahadur Mill Road, Pune – 411 001, Maharashtra, on Friday, July 1, 2016, at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended March 31, 2016.
3. To appoint a Director in place of Mr. R. Seshasayee, Director Identification Number 00047985, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditors of the Bank and to authorise the Board of Directors to fix their remuneration, and in that connection to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to approval of the Reserve Bank of India, the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and the provisions of the Banking Regulation Act, 1949, M/s Price Waterhouse Chartered Accountants LLP, Mumbai, Chartered Accountants (Firm's Regn. No. 012754N / N500016), be and are hereby appointed 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 on remuneration (including terms of payment) to be fixed by the Board of Directors based on the recommendations of the Audit Committee, plus Service Tax and such other Taxes as may be applicable, and reimbursement of out-of-pocket expenses in connection with the audit of the Financial Statements of the Bank."

SPECIAL BUSINESS:

5. **Appointment of Mr. Shanker Annaswamy, DIN 00449634, as Independent Director**

   To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act, and Section 10A and other applicable provisions of the Banking Regulation Act, 1949, Mr. Shanker Annaswamy, Director Identification Number 00449634, who was appointed as 'Additional Director' of the Bank on January 12, 2016 in the category of 'Independent, Non-Executive' and in respect of whom the Bank has received Notice in writing along with the requisite Deposit under Section 160 of the Act, proposing his candidature for the Office of Director, be and is hereby appointed as 'Independent Director' of the Bank, for a term of four years, to hold office up to January 11, 2020, not liable to retire by rotation".

6. **Appointment of Dr. T. T. Ram Mohan, DIN 00008651, as Independent Director**

   To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act, and Section 10A and other applicable provisions of the Banking Regulation Act, 1949, Dr. T. T. Ram Mohan,

Director Identification Number 00008651, who was appointed as 'Additional Director' of the Bank on May 12, 2016 in the category of 'Independent, Non-Executive' and in respect of whom the Bank has received Notice in writing along with the requisite Deposit under Section 160 of the Act, proposing his candidature for the Office of Director, be and is hereby appointed as 'Independent Director' of the Bank, for a term of four years, to hold office up to May 11, 2020, not liable to retire by rotation".

7. **Remuneration to Non-Executive Directors of the Bank**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the Banking Regulation Act, 1949, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, guidelines issued by Reserve Bank of India, and the Articles of Association of the Bank, approval of the Members be and is hereby accorded for payment to the Non-Executive Directors of the Bank (other than the Part-time Non-Executive Chairman) of such sum in the form of Profit-related Commission not exceeding in the aggregate One per cent of the Net Profit of the Bank (including payment of remuneration to the Part-time Non-Executive Chairman), subject to a maximum of ₹10 lakhs to each of such Directors, with effect from April 1, 2016, in such manner as may be decided by the Board of Directors, and such payment shall be made with respect to the Profits of the Bank for each year commencing from April 1, 2015, in addition to payment of Sitting Fees and reimbursement of expenses incurred for attending meetings of the Board and its Committees."

"**RESOLVED FURTHER THAT** the Board of Directors, or the duly constituted Committee of the Board, or the Managing Director & CEO, or the Chief Financial Officer and the Company Secretary (jointly) be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and to execute all such agreements, documents, instruments and writings including seeking of all approvals as may be required to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

8. **Remuneration to Mr. R. Seshasayee, DIN 00047985, Part-time Non-Executive Chairman**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Sections 10-B(1A), 35B and other applicable provisions of the Banking Regulation Act, 1949, Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, guidelines issued by Reserve Bank of India, and the Articles of Association of the Bank, approval of the Members be and is hereby accorded for payment of remuneration of ₹ 25 lakhs per annum, to Mr. R. Seshasayee, Part-time Non-Executive Chairman, Director Identification Number 00047985, with effect from April 1, 2016, subject to approval of Reserve Bank of India, in such manner as may be decided by the Board of Directors, in the form of Profit-related Commission not exceeding in the aggregate One per cent of the Net Profit of the Bank (including payment of remuneration to other Non-Executive Directors of the Bank), and such compensation shall be paid with respect to the Profits of the Bank for each year commencing from April 1, 2015, in addition to payment of Sitting Fees and reimbursement of expenses incurred for attending meetings of the Board and its Committees."

"**RESOLVED FURTHER THAT** the Board of Directors, or the duly constituted Committee of the Board, or the Managing Director & CEO, or the Chief Financial Officer and the Company Secretary (jointly) be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such agreements, documents, instruments and writings including seeking of all approvals as may be required to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

9. **Issue of Long Term Bonds / Non-Convertible Debentures on Private Placement Basis**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including

the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time, and considering relevant references given under the Memorandum and Articles of Association of the Bank and subject to receipt of such other approvals, consents, permissions, sanctions required to be obtained from Statutory Authorities, including but not limited to Reserve Bank of India, consent of the Members be and is hereby accorded to the Board of Directors for borrowings / raising of funds by the Bank in Indian / Foreign currency, by way of issue of Securities including but not limited to making Offers or Invitations to subscribe and to issue Bonds / Non-Convertible Debentures (NCDs), i.e., Long-Term Infrastructure Bonds and Subordinated Non-Convertible Debentures / Bonds eligible to be included as Additional Tier 1 (AT1) and Tier 2 (T2) Capital of the Bank / any other instrument, up to ₹ 5,000 crores (Rupees Five thousand crores only), whether Secured or Unsecured, on Private Placement basis, in domestic and / or overseas market, under one or more Shelf Disclosure Documents and / or under one or more Letters of Offer as may be issued by the Bank and in one or more tranches and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor, etc. as deemed fit by the Board, during a period of one year from the date of passing of this Resolution 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."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute all such agreements, documents, instruments and writings and to do all such acts, deeds, matters and things as may be required and to delegate all or any of its powers herein conferred to any Committee of the Board (including the Finance Committee) to give effect to this Resolution."

By Order of the Board

Sd/-
Haresh K. Gajwani
Company Secretary

Place : Mumbai
Date : May 12, 2016

Registered Office:
2401, Gen. Thimmayya Road
(Cantonment)
Pune – 411 001, Maharashtra
E-mail – investor@indusind.com, Website: www.indusind.com
Phone: (022) 6641 2200, Fax: (022) 6641 2347

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, AND SUCH PROXY NEED NOT BE A MEMBER OF THE BANK.**

   Corporate Members intending to send their Authorised Representatives to attend the meeting are requested to send a Certified True Copy of the Board Resolution / Authority, authorising the Representative to attend the meeting.

   A person can act as Proxy on behalf of Members not exceeding Fifty and holding in the aggregate not more than ten per cent (10%) of the total Share Capital of the Bank.

   In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total Share Capital of the Bank carrying voting rights, then such Proxy shall not act as a Proxy for any other person or shareholder.

   The Proxy Form, in order to be effective, should be lodged with the Bank at its Registered Office not less than 48 hours before the commencement of the meeting.

2. Members / Proxies should bring the Attendance Slip duly filled in for attending the AGM and hand it over at the Registration Counter at the venue.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of the Resolutions stated at the Item Nos. 3-9 is annexed hereto.
4. All documents referred to in the accompanying Notice, Explanatory Statement and terms and conditions of appointment of Independent Directors, are available in physical or electronic form and are open for inspection at the Registered Office / Corporate Office and Secretarial & Investor Services Office of the Bank on all working days except Saturdays, Sundays and Bank holidays between 11.00 a.m. and 1.00 p.m. up to the date of the AGM.
5. The Register of Directors and Key Managerial Personnel and their Shareholdings, other Statutory Registers prescribed under the Companies Act, 2013, and the Certificate from Auditors of the Bank certifying that the ESOP Scheme of the Bank is in compliance with the SEBI (Shares-Based Employee Benefits) Regulations, 2014 will be available for inspection at the AGM.
6. The Register of Members and Share Transfer Books of the Bank will remain closed from Saturday, June 25, 2016 up to Friday, July 1, 2016 (both days inclusive) for determining the entitlement of the shareholders for Dividend on Equity Shares for FY 2015-16:
   i) in case of Members holding shares in physical form, whose names appear in the Register of Members of the Bank on the cut-off date, i.e., Friday, June 24, 2016;
   ii) in case of Members holding shares in electronic form, to all Beneficial Owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Friday, June 24, 2016.
7. The Dividend would be made payable on or after Tuesday, July 5, 2016 to the shareholders whose names appear in the Register of Members on Friday, June 24, 2016.
8. Soft copy of the Notice of AGM along with the copy of Annual Report has been sent to those shareholders who have registered their e-mail IDs with the Bank or whose e-mail IDs have been made available by the Depositories. The aforesaid documents can also be accessed on the Bank's website: www.indusind.com under – Home / Investors / Annual Reports.

   To support the "Green Initiative", Shareholders who have not registered their e-mail addresses can also register the same along with the contact numbers with the Bank by sending details to investor@indusind.com or with Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in to enable the Bank to communicate to them the information about various developments in the Bank.

   For Members who have not registered their e-mail addresses, physical copies of the Annual Report along with the AGM Notice inter alia indicating, the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

   Further, Shareholders who have registered their e-mail addresses and wish to avail physical copies of the Notice / Annual Report will be provided the same upon request.
9. Brief profile and other relevant information about Directors seeking appointment / re-appointment, in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are attached to this Notice and are also furnished in the Report on Corporate Governance forming part of the Annual Report.
10. Members are requested to note that in terms of the applicable provisions of the Companies Act, Dividends not encashed / claimed within seven years from the date of tranfer to the Bank's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF).

Members are requested to contact Link Intime India Private Limited / Bank's Secretarial and Investor Services team for obtaining the unclaimed dividends standing to their credit. The information pertaining to unclaimed dividends is also available on the Bank's website www.indusind.com.

11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Bank is providing the facility of voting by electronic means, i.e., 'Remote e-Voting', to all Members.

    In addition to this, the facility for voting through electronic voting system shall also be made available at the AGM, to enable the Members to cast their votes electronically on the Resolutions mentioned in the accompanying Notice. The Bank has engaged the services of "National Securities Depository Limited" ('NSDL') for providing e-Voting facility and to enable the Members to cast their votes in a secure manner.

    The e-Voting facility will be available at the link https://www.evoting.nsdl.com during the voting period mentioned hereunder:

    Commencement of Remote e-Voting: At 9.00 a.m. on Tuesday, June 28, 2016

    End of Remote e-Voting: At 5.00 p.m. on Thursday, June 30, 2016

    Remote e-Voting shall not be allowed beyond 5.00 p.m. on Thursday, June, 30, 2016. During the e-Voting period, shareholders of the Bank holding shares either in physical form or in dematerialized form as on the cut-off date may cast their votes electronically. The cut-off date for the purpose of e-Voting is Friday, June 24, 2016.

12. Voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Bank as on the cut-off date, viz., Friday, June 24, 2016, subject to the provisions of the Banking Regulation Act, 1949.

13. Login ID and Password for Remote e-Voting along with the physical copy of the Notice of the AGM (explaining the process, manner and instructions for Remote e-Voting) are being sent to Members who have not registered their e-mail IDs with the Bank or with their respective Depository Participants on or before the cut-off date for e-Voting.

    Members who have registered their e-mail IDs with the Bank / their respective Depository Participants are being forwarded the Login ID and Password for Remote e-Voting via e-mail.

    Any person, who acquires shares of the Bank and becomes a Member of the Bank after dispatch of this Notice and holds shares as of the cut-off date, may obtain Login ID and Password by sending a request to evoting@nsdl.co.in or helpdesk@nsdl.co.in by mentioning his / her Folio No. / DP ID and Client ID. However, Members already registered with NSDL for e-Voting can use their existing User ID and Password for casting their votes.

14. The Bank has appointed Mr. S. N. Bhandari (C.P. 366), Practising Company Secretary, or failing him Ms Manisha Maheshwari (C.P. 11031), Practising Company Secretary, as 'Scrutinizer', for conducting the Remote e-Voting process, including Electronic Voting at the AGM, in a fair and transparent manner.

15. The person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, shall be entitled to avail of the facility of Remote e-Voting as well as electronic voting at the AGM.

    A person who is not a Member as on the cut-off date should treat this Notice as for information purpose only.

16. In addition to Remote e-Voting, the facility for voting through the Electronic Voting System shall also be made available at the AGM. Members attending the AGM, who have not cast their votes through Remote e-Voting, may cast their votes at the AGM.

    Members who have cast their votes by Remote e-Voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.

17. Instructions for Remote e-Voting / Electronic Voting at the AGM are as under:

(i) GENERAL INFORMATION:

(a) There will be one USER ID for casting of votes through Remote 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 through Remote e-Voting or electronic voting at the AGM.

(c) Corporate and Institutional shareholders shall be entitled to vote through their Authorised Representatives with proof of their authorization / POA / Certified True Copy of the Board Resolution.

(ii) PROCESS FOR MEMBERS OPTING FOR REMOTE e-VOTING

(a) Members whose e-mail addresses are registered with the Bank / Depository Participant(s), as the case may be, will receive an e-mail from NSDL informing the USER-ID and Password and the following steps are to be followed:

(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 2(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) Members whose e-mail IDs are not registered with the Bank / Depository Participant(s) and Members who have requested for a physical copy of the Annual Report and Notice of the AGM:

(i) Initial Password in the format given below is provided at the bottom of the Attendance Slip.

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

(ii) Please follow all steps from Sl. No. i to x above, to cast your vote.

18. 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 C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 or via e-mail at rnt.helpdesk@linkintime.co.in

19. If you are already registered with NSDL for Remote e-Voting then you can use your existing User ID and Password for casting your vote. If you have forgotten your Password, you may reset your Password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com

20. Members can also update their Mobile Nos. and e-mail IDs in the User Profile details of the folio which may be used for sending future communication(s).

21. The Remote e-Voting period shall commence at 9.00 a.m. on Tuesday, June 28, 2016 and shall end at 5.00 p.m. on Thursday, June 30, 2016. Thereafter, the e-Voting platform shall be disabled by NSDL at 5.00 p.m. on Thursday, June 30, 2016.

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

23. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow conducting of voting using electronic system with the assistance of scrutinizer for all those Members who are present at the AGM and who have not cast their votes by availing the Remote e-Voting facility.

24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Bank and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other Director or any other person authorised in writing, who shall countersign the same.

25. The Results of the voting shall be announced at 5.00 p.m. on Saturday, July 2, 2016 and shall thereafter be published in newspapers and hosted on Bank's website at www.indusind.com

    The Results shall also be displayed at the Registered Office / Secretarial & Investor Services Office of the Bank and hosted on the Bank's website www.indusind.com and on the website of NSDL, besides being communicated to the Stock Exchange(s) where the securities of the Bank are listed.

26. Members are requested to note that the Bank's Equity Shares are under compulsory Demat trading for all investors, subject to the provisions of SEBI Circular No. 21 / 99 dated July 8, 1999. Members are therefore requested to dematerialise their shareholding to avoid inconvenience.

27. Members may avail of the Nomination facility as provided under Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 dully filled, to Link Intime India Private Limited, Registrar and Transfer Agent (R&T) of the Bank. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

EXPLANATORY STATEMENT IN RESPECT OF ORDINARY / SPECIAL BUSINESS, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Appointing of a Director in place of Mr. R. Seshasayee, DIN 00047985, who retires by rotation and, being eligible, offers himself for re-appointment

Section 152 of the Companies Act, 2013 ("the Act") provides that not less than two-thirds of the total number of Directors of a public company shall be persons whose period of office is liable to determination by retirement of Directors by rotation. It further states that one-third of the Directors out of the two-thirds (except Independent Directors and Additional Directors appointed during the year), liable to retire by rotation, shall retire from Office at every Annual General Meeting. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in Office.

The Bank's Board comprised eight Directors as on March 31, 2016, viz., Mr. R. Seshasayee, Part-time Non-Executive Chairman, Mr. Romesh Sobti, Managing Director & CEO, Mr. Yashodhan M. Kale, Non-Executive, Non-Independent Director, and five Independent Directors, inclusive of Mr. Shanker Annaswamy, who was appointed by the Board as 'Additional Director' on January 12, 2016.

The Board in its meeting held on May 12, 2016 appointed Dr. T. T. Ram Mohan as Additional Director in the category of 'Independent, Non-Executive'. Upon appointment of Dr. Ram Mohan the Board comprised nine Directors.

In terms of Section 149(13) of the Act, Independent Directors are not liable to retire by rotation.

In order to ensure compliance with Section 152(6) of the Act, the Board has considered the Managing Director & CEO and the Part-time Non-Executive Chairman as liable to retire by rotation besides Mr. Yashodhan M. Kale, Non-Executive, Non-Independent Director.

In view of the above, out of three Directors liable to retire by rotation, Mr. R. Seshasayee, being longest in office, retires by rotation and, being eligible, offers himself for re-appointment.

Brief profile of Mr. R. Seshasayee and the Directorships and Committee positions held by him in other Companies are included separately in this Notice and in the Report on Corporate Governance forming part of the Annual Report.

The Board of Directors therefore recommend the re-appointment of Mr. R. Seshasayee, as set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors other than Mr. R. Seshasayee or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 4

Appointment of Statutory Auditors of the Bank and authorising the Board of Directors to fix their remuneration

Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, provides that a company can appoint a firm of Auditors for maximum of two terms of five consecutive years. In other words, the Auditors can be appointed for a period of five years at a time. However, banks are also governed by the provisions of Banking Regulation Act, 1949 and the guidelines issued by Reserve Bank of India (RBI). As per the extant provisions, RBI grants permission for appointment of Statutory Auditors, on a yearly basis.

It is mandatory for banks to rotate the Auditors on completion of a term of four years. M/s Price Waterhouse Chartered Accountants LLP, Mumbai (Firm's Regn. No. 012754N / N500016) were appointed Statutory Auditors of the Bank at the 21st AGM of the Bank held on August 17, 2015. As M/s Price Waterhouse Chartered Accountants LLP have completed a term of one year, their appointment is being recommended for one more year, subject to the approval of Reserve Bank of India.

The Board of Directors therefore recommend the Ordinary Resolution set out at Item No. 4 of the Notice, for approval by the Members.

None of the Directors or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 5

Appointment of Mr. Shanker Annaswamy, DIN 00449634, as Independent Director

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors had, in their meeting held on January 12, 2016, appointed Mr. Shanker Annaswamy, DIN 00449634, as an 'Additional Director' in the category of 'Independent, Non-Executive'.

An Additional Director shall hold office up to the date of the next AGM and be eligible for re-appointment in terms of Section 161 of the Companies Act, 2013 ("the Act").

Mr. Shanker Annaswamy's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Sections 149 and 152 read with Schedule IV of the Act, the Board of Directors have reviewed the declaration made by Mr. Shanker Annaswamy that he meets the criteria of independence as provided in Section 149(6) of the Act, and SEBI Listing Regulations, and the Board is of the opinion that he fulfills the conditions specified in the Act and the SEBI Listing Regulations, and is independent of the Management. In the opinion of the Board, Mr. Shanker Annaswamy is a person of integrity and possesses relevant knowledge, experience and expertise for being appointed as Independent Director.

In accordance with Section 160 of the Act, the Bank has received Notice in writing along with the requisite Deposit from a Member signifying his intention to propose the candidature of Mr. Shanker Annaswamy for the office of Director.

Mr. Shanker Annaswamy was Managing Director of IBM India Private Limited from July 2004 - December 2012. He had also served as President and Chief Executive Officer for GE Medical Systems, South Asia and before that Managing Director of Wipro-GE Medical Systems. Mr. Shanker Annaswamy was a member of NASSCOM's Executive Council from 2004 to 2008.

Brief profile of Mr. Shanker Annaswamy, and details of his other Directorships and of the Committee positions held by him in other companies are included separately in this Notice and in the Report on Corporate Governance forming part of the Annual Report.

The Board of Directors therefore recommend the Resolution set out at Item No. 5 of the Notice for appointment of Mr. Shanker Annaswamy as 'Independent Director', not liable to retire by rotation, for a term of four years with effect from January 12, 2016, to be passed as an Ordinary Resolution by the Members.

On appointment, Mr. Shanker Annaswamy will be classified as 'Independent, Non-Executive' Director of the Bank.

None of the Directors other than Mr. Shanker Annaswamy or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 6

Appointment of Dr. T. T. Ram Mohan, DIN 00008651, as Independent Director

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors had, in their meeting held on May 12, 2016, appointed Dr. T. T. Ram Mohan, DIN 00008651, as an 'Additional Director' in the category of 'Independent, Non-Executive'.

An Additional Director shall hold office up to the date of the next AGM and be eligible for appointment in terms of Section 161 of the Companies Act, 2013 ("the Act").

Dr. Ram Mohan was on the Board of the Bank in the category of "Independent, Non-Executive Director" for a period of 8 years, from January 16, 2006 to January 15, 2014. In accordance with RBI Guidelines, a person can be eligible for appointment on the Board of a Bank after a period of two years.

Dr. Ram Mohan's appointment is in compliance with the provisions of Section 10A of the Banking Regulation Act, 1949 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Sections 149 and 152 read with Schedule IV of the Act, the Board of Directors have reviewed the declaration made by Dr. Ram Mohan that he meets the criteria of independence as provided in Section 149(6) of the Act, and SEBI Listing Regulations, and the Board is of the opinion that he fulfills the conditions specified

in the Act and the SEBI Listing Regulations, and is independent of the Management. In the opinion of the Board, Dr. Ram Mohan is a person of integrity and possesses relevant knowledge, experience and expertise for being appointed as an Independent Director.

In accordance with Section 160 of the Act, the Bank has received Notice in writing along with the requisite Deposit from a Member signifying his intention to propose the candidature of Dr. Ram Mohan for the office of Director.

Dr. Ram Mohan, Professor of Finance and Economics at IIM, Ahmedabad, graduated from IIT, Bombay and IIM, Calcutta and obtained his Doctorate from Stern School of Business, New York University.

Dr. Ram Mohan worked in consultancy and in the financial sector before entering academics. He had been Divisional Manager, Tata Economic Consultancy Services; Head of Strategy, Standard Chartered Bank, India; Vice President in Bear Stearns, Hong Kong; and Head of Research, Birla Marlin Securities. He had served on numerous Committees of RBI, and had been Member of the Primary Markets Advisory Committee of SEBI.

Brief profile of Dr. Ram Mohan, and details of his other Directorships and of Committee positions held by him in other companies are included separately in this Notice and in the Report on Corporate Governance forming part of the Annual Report.

The Board of Directors therefore recommend the Resolution set out at Item No. 6 of the Notice for appointment of Dr. T. T. Ram Mohan as 'Independent Director', not liable to retire by rotation, for a term of four years with effect from May 12, 2016, to be passed as an Ordinary Resolution by the Members.

On appointment, Dr. T. T. Ram Mohan will be classified as 'Independent, Non-Executive Director' of the Bank.

None of the Directors other than Dr. T. T. Ram Mohan or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 7

Remuneration to Non-Executive Directors of the Bank

RBI have, vide their Circular dated June 1, 2015 issued guidelines on compensation of Non-Executive Directors of private sector banks, with a view to ensuring appropriate compensation to attract and retain professional Directors on their boards.

In view of the above-referred RBI guidelines and keeping in view the enhanced role, responsibilities and duties of Directors, it is considered appropriate that the remuneration payable to the Non-Executive Directors by the Bank should be commensurate with their increased role, responsibilities and duties.

In terms of these Guidelines, banks are now allowed to make payment of compensation, at their discretion, in the form of Profit-related Commission to Non-Executive Directors (other than the Part-time Non-Executive Chairman), subject to making of Profits. Such compensation, however, shall not exceed ₹10 lakhs per annum for each Director. This compensation is in addition to the Sitting Fees being paid to the Non-Executive Directors and reimbursement of their expenses for participation in the Board and its Committee meetings.

Further, in terms of Section 197 of the Act, the remuneration payable to Director(s) who is / are neither Managing Director(s) nor Whole-time Director(s) shall not exceed One per cent of the Net Profit of the company (as computed in the manner laid down in Section 198 of the Act) if there is a Managing or Whole-time Director or Manager, or Three per cent of the Net Profit in any other case.

Considering the above, the Board of Directors have, subject to approval of the Members of the Bank, approved the proposal to remunerate the Non-Executive Directors (other than Part-time Non-Executive Chairman) in the form of Profit-related Commission (including payment of remuneration to the Part-time Non-Executive Chairman), the lower of the below, with respect to the profits of the Bank for each year commencing from April 1, 2015:

(i) Maximum of ₹10 lakhs per annum for each such Non-Executive Director, in such manner as may be decided by the Board of Directors; or

(ii) The Non-Executive Directors shall be paid such sum by way of Profit-related Commission not exceeding in the aggregate One per cent of the Net Profit of the Bank, as computed in the manner laid down in Section 198 of the Act.

The above remuneration to Non-Executive Directors shall be in addition to the Sitting Fees being paid to them for attending meetings of the Board and its Committees.

The Board of Directors therefore recommend the Ordinary Resolution, set out at Item No. 7 of the Notice, for approval by the Members.

No other Director other than Non-Executive Directors of the Bank (Other than the Part-time Non-Executive Chairman), or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 8

Remuneration to Mr. R. Seshasayee, DIN 00047985, Part-time Non-Executive Chairman

The Board of Directors had, at their meeting held on March 30, 2015, approved the re-appointment of Mr. R. Seshasayee, DIN 00047985, as Part-time Non-executive Chairman, for a further period of two years, with effect from July 24, 2015. Reserve Bank of India had, vide their letter dated June 15, 2015, conveyed their approval for the re-appointment of Mr. R. Seshasayee for a further period of two years, i.e., up to July 24, 2017.

RBI have, vide their Circular dated June 1, 2015, issued guidelines on compensation of Non-Executive Directors of private sector banks, with a view to ensuring appropriate compensation to attract and retain professional Directors on their boards.

Further, in terms of Section 197 of the Act, the remuneration payable to Director(s) who is / are neither Managing Director(s) nor Whole-time Director(s) shall not exceed One per cent of the Net Profit of the company (as computed in the manner laid down in Section 198 of the Act) if there is a Managing or Whole-time Director or Manager, or Three per cent of the Net Profit in any other case.

In view of the above-referred RBI Circular, the Board of Directors have, on the basis of the recommendation of Human Resource & Remuneration Committee, approved the payment of remuneration of ₹ 25 lakhs per annum to Mr. Seshasayee, in such manner as may be decided by the Board (preferably on quarterly basis), in the form of Profit-related Commission not exceeding in the aggregate One per cent of the Net Profit of the Bank as computed in the manner laid down in Section 198 of the Companies Act, 2013, including payment of remuneration to other Non-Executive Directors of the Bank, and subject to approval of Reserve Bank of India. Additionally, Mr. Seshasayee shall be paid Sitting Fees and reimbursement of actual expenses incurred for attending meetings of the Board and its Committees as approved by the Board.

Mr. Seshasayee has been discharging his responsibilities as the Bank's Part-time Non-Executive Chairman since July 2007. Since then, with the exception of Sitting Fees, which are payable to all Non-Executive Directors for attending the meetings of the Board and its Committees, no other remuneration has been paid to Mr. Seshasayee, in his capacity as Non-Executive Chairman. Under the leadership of Mr. Seshasayee, the Bank has achieved significant growth in financial parameters during the last eight years.

Members are requested to consider payment of remuneration of ₹ 25 lakhs per annum to Mr. R. Seshasayee, Part-time Non-Executive Chairman, with effect from April 1, 2016.

The Board of Directors therefore recommend the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members, subject to the approval of Reserve Bank of India.

None of the Directors other than Mr. R. Seshasayee or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

ITEM NO. 9

Issue of Long Term Bonds / Non-Convertible Debentures on Private Placement Basis

Section 42 of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, mandates that a company can make Private Placement of securities subject to the condition that the proposed Offer of securities or Invitation to subscribe to securities has been previously approved by the shareholders, by means of a Special Resolution, for each of the offers or invitations. In case of Offer or Invitations 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

Invitations for such Debentures on a Private Placement basis during the year. The Resolution under Section 42 of the Act shall be valid for a period of one year from the date of passing.

The Bank may need to raise additional funds to meet the requirements of its growing business, including Long Term Capital for pursuing its growth plans. The Bank may also wish to maintain the desired CRAR by issuing Tier I and Tier II debt and / or other debt instruments.

In the last Annual General Meeting held on August 17, 2015, the Bank had obtained approval of the shareholders for issuance of Bonds and Non-Convertible Debentures (NCDs), i.e., Long-Term Infrastructure Bonds and Subordinated Non-Convertible Debentures / Bonds eligible to be included as Additional Tier 1 (AT1) and Tier 2 (T2) Capital of the Bank, up to ₹ 5,000 crores (Rupees Five thousand crores only) on Private Placement basis, which is valid for a period of one year from the date of receipt of Members' approval.

Considering the guidelines issued by Reserve Bank of India on issue of Long Term Bonds / Basel III Tier I / Tier II Bonds and the fact that such Bonds, being long-term in nature, provide support in avoiding Asset-Liability mis-matches, the Board of Directors at their meeting held on May 12, 2016 have proposed to obtain the consent of the Members for borrowing / raising funds in Indian / Foreign Currency by way of issue of Securities including but not limited to Bonds / NCDs and in the form of any other Debt instrument, up to ₹ 5,000 crores (Rupees Five thousand crores only), in one or more tranches in domestic and / or overseas market, as per the structure and within the limits permitted by Reserve Bank of India and other regulatory authorities, to eligible investors on Private Placement basis, on such terms and conditions as the Board of Directors or any Committee of the Board or such other persons as may be authorized by the Board, from time to time. This would form part of the overall borrowing limits as may be approved by the Members under Section 180(1)(c) of the Act.

The debt instruments, in the form of Long-Term Infrastructure Bonds / Non-Convertible Debentures (NCDs) (forming part of Tier I / Tier II Capital in accordance with Basel III Capital Regulations), would be issued by the Bank in accordance with the applicable statutory guidelines, for cash either at par or at premium or at a discount to the Face Value, depending upon the prevailing market conditions.

Approval of the Members 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 the domestic and / or overseas 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 ₹ 5,000 crores (Rupees Five thousand crores only).

The Board of Directors therefore recommend the Special Resolution, set out at Item No. 9 of the Notice, for approval by the Members.

None of the Directors or the Key Managerial Personnel of the Bank or their relatives are deemed to be interested, financially or otherwise, in the said Resolution.

By Order of the Board

Sd/-
Haresh K. Gajwani
Company Secretary

Place : Mumbai
Date : May 12, 2016

Registered Office:
2401, Gen. Thimmayya Road
(Cantonment)
Pune – 411 001, Maharashtra
E-mail – investor@indusind.com, Website: www.indusind.com
Phone: (022) 6641 2200, Fax: (022) 6641 2347

ANNEXURE TO ITEMS NO. 3, 5 AND 6 OF THE NOTICE

Details of Directors Seeking Appointment / Re-Appointment at the Forthcoming Annual General Meeting

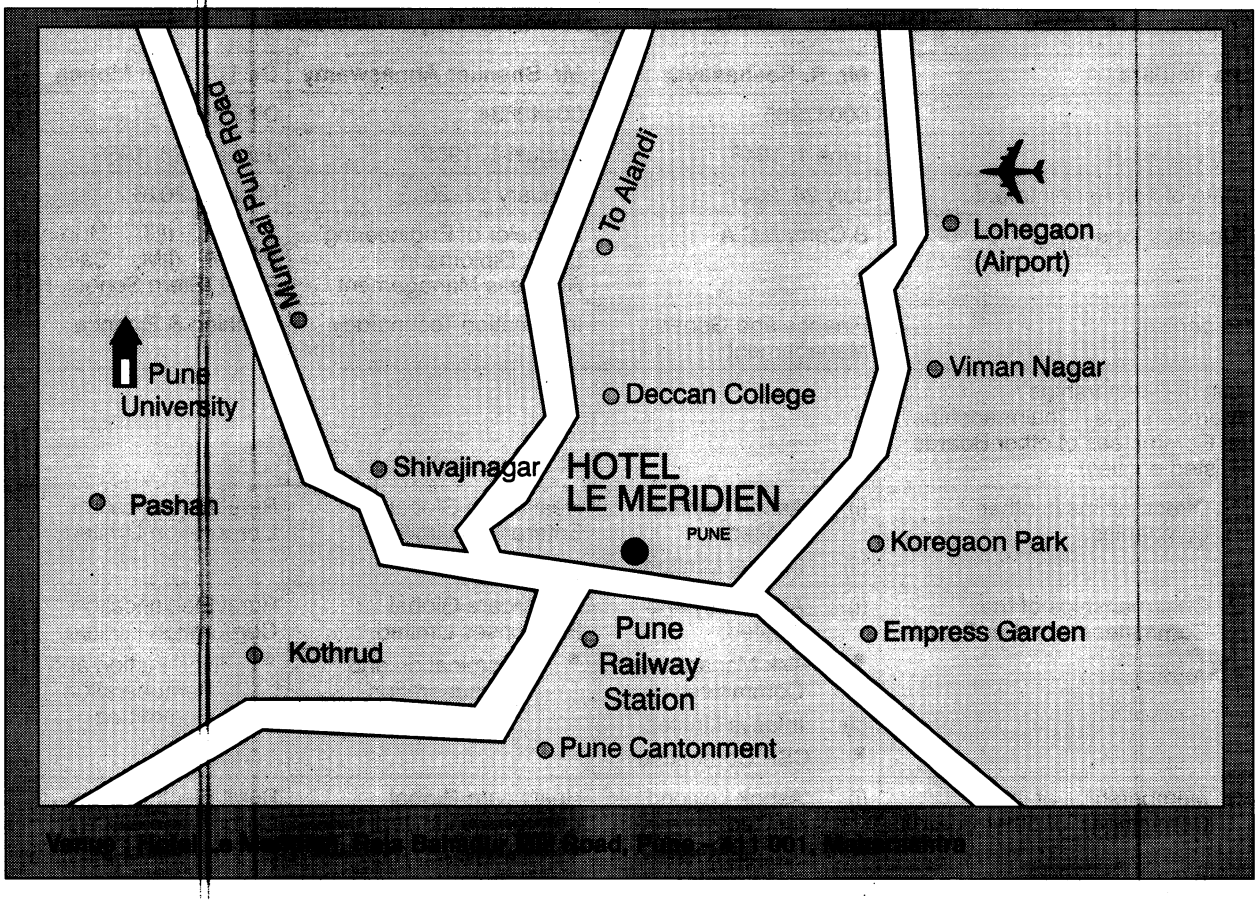
[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Mr. R. Seshasayee	Mr. Shanker Annaswamy	Dr. T. T. Ram Mohan
DIN	00047985	00449634	00008651
Date of Birth	June 1, 1948	August 1, 1955	January 28, 1956
Date of first Appointment	July 24, 2007	January 12, 2016	May 12, 2016
Qualifications	B.Com, A.C.A	Bachelor of Engineering (B.E), Diploma in Business Management	B-Tech (IIT, Mumbai) PGDM (IIM, Calcutta) Ph. D (Stern School, NY)
Expertise	Finance and General Management	Information Technology	Banking & Finance
List of Directorships / Memberships / Chairmanships of Committees of other Boards (Listed entities)			
1. Directorships in other companies:	(i) Ashok Leyland Limited (ii) Infosys Limited	Healthcare Global Enterprises Limited	Rural Electrification Corporation Limited
2. Chairmanships of the Committees' of other Boards	(i) Ashok Leyland Limited: • Risk Management Committee (ii) Infosys Limited: • CSR Committee	Healthcare Global Enterprises Limited: • Nomination and Remuneration Committee	Rural Electrification Corporation Limited: • Nomination and Remuneration Committee
3. Memberships of the Committees' of other Boards	(i) Ashok Leyland Limited: • Stakeholders Relationship Committee • Technology and Investment Committee (ii) Infosys Limited: • Audit Committee • Risk and Strategy Committee • Nomination and Remuneration Committee	Healthcare Global Enterprises Limited: • Audit and Risk Management	Rural Electrification Corporation Limited: • Audit Committee • CSR Committee
Shareholding in IndusInd Bank Limited	Nil	Nil	3,800 Shares
Relationship between directors inter-se	None	None	None

Note:

Brief profile and other details of the above Directors are furnished in the Report on the Corporate Governance forming part of the Annual Report and are also hosted on the Bank's website at www.indusind.com.

Location plan of venue of the Annual General Meeting is given below:



PROXY FORM

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65191PN1994PLC076333
Name of the Company: IndusInd Bank Limited
Registered Office: 2401, General Thimmayya Road (Cantonment), Pune – 411 001.
Tel: (022) 6641 2487 / 2483; Fax: (022) 6641 2347
Email ID: investor@indusind.com; Website: www.indusind.com

Name of the Member(s)	:	
Registered Address	:	
E-mail ID	:	
Folio No./Client ID	:	
DP ID	:	

I / We, being the Member(s) of _____ shares of the above named Company, hereby appoint.

1. Name : _____
   Address : _____
   E-mail ID : _____
   Signature : _____ or failing him / her
2. Name : _____
   Address : _____
   E-mail ID : _____
   Signature : _____ or failing him / her
3. Name : _____
   Address : _____
   E-mail ID : _____ Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Twenty-second Annual General Meeting of the Bank, to be held on Friday, July 1, 2016, at 2.00 p.m. at Hotel Le Meridien, Raja Bahadur Mill Road, Pune – 411001, Maharashtra** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.
2	To declare Dividend on Equity Shares for the Financial Year ended March 31, 2016.
3	To appoint a Director in place of Mr. R. Seshasayee, DIN 00047985, who retires by rotation and, being eligible, offers himself for re-appointment.
4	To appoint Statutory Auditors of the Bank and authorise the Board of Directors to fix their remuneration.

Contd...

Special Business	
5	**Ordinary Resolution:** Appointment of Mr. Shanker Annaswamy, DIN 00449634, as Independent Director.
6	**Ordinary Resolution:** Appointment of Dr. T. T. Ram Mohan, DIN 00008651, as Independent Director.
7	**Ordinary Resolution:** Remuneration to Non-Executive Directors of the Bank.
8	**Ordinary Resolution:** Remuneration to Mr. R. Seshasayee, DIN 00047985, Part-time Non-Executive Chairman.
9	**Special Resolution:** Issue of Long Term Bonds / Non-Convertible Debentures on Private Placement Basis.

Signed this _____ day of _____ 2016

Affix Revenue Stamp of ₹ 1

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Note: This Form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting (i.e. on or before Wednesday, June 29, 2016 at 2.00 p.m.).

www.sapprints.com

IndusInd Bank

IndusInd Bank Limited

CIN: L65191PN1994PLC076333
Registered Office: 2401, General Thimmaya Road, (Cantonment), Pune – 411 001.
Tel. : (020) 3046 1600 - 1609
Secretarial & Investor Services Office: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093.
Tel.: (022) 6641 2487 / 2483; Fax: (022) 6641 2347
Website: www.indusind.com; E-mail ID: investor@indusind.com

ATTENDANCE SLIP

EA26731688 6IN

Sr. No. : 6688

Regd. Folio / DP ID & Client ID	IN00100210009013
Name and Address of the Member	NATIONAL SECURITIES CLEARING CORPORATION LTD. PLOT NO. C-1, G BLOCK, BANDRA KURLA COMPLEX, BANDRA (E) MUMBAI 400051
Name of the Joint Holder(s)	
No. of Shares held	6953

I hereby record my presence at the **TWENTY-SECOND ANNUAL GENERAL MEETING** of the Bank being held on **Friday, July 1, 2016 at 2.00 p.m.** at Hotel Le Meridien, Raja Bahadur Mill Road, Pune – 411001.

Member's / Proxy's Signature

Notes: 1) Members wishing to attend the meeting must bring the Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
2) Members attending the meeting may please bring their copy of the Annual Report for reference at the meeting.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN
104003	IN00100210009013	USE YOUR EXISTING PASSWORD

Notes:

1. Please read the complete instructions on Remote e-voting given under the Notes to the Notice of the Annual General Meeting.
2. The Voting period starts at 9.00 a.m. on Tuesday, June 28, 2016 and ends at 5.00 p.m. on Thursday, June 30, 2016.
3. The Voting Module will be disabled by NSDL for voting thereafter.