IndusInd Bank

June 29, 2018

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

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

NSE Symbol: INDUSINDBK

BSE Scrip Code: 532187

Madam / Dear Sir,

Subject: Notice of 24th Annual General Meeting of the Bank for Financial Year 2017-18

We forward herewith the Notice of the Twenty-fourth (24th) Annual General Meeting (AGM) of the Bank to be held on Thursday, July 26, 2018 at 2.00 p.m. at Hotel Sheraton Grand (formerly, Hotel Le Meridien), Raja Bahadur Mill Road, Pune – 411 001, Maharashtra.

Annual Report of the Bank along with the AGM Notice indicating the process and manner of e-Voting, and the Attendance Slip, have been hosted on the website of the Bank on the link: http://www.indusind.com/investor/reports-and-presentation/annual-reports.html

Kindly take the above information on record and oblige.

Thanking you,

Yours faithfully,
For IndusInd Bank Limited

Haresh Gajwani
Company Secretary

Encl: a/a

NOTICE

INDUSIND BANK LIMITED

CIN: L65191PN1994PLC076333

Registered Office: 2401, Gen. Thimmayya Road (Cantonment), Pune - 411 001
Tel: (020) 2623 4000 - 10

Secretarial & Investor Services Cell: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093

Tel: (022) 6641 2487 / 2359

E-mail: investor@indusind.com, **Website:** www.indusind.com

NOTICE is hereby given that the Twenty-fourth Annual General Meeting (AGM) of the Members of IndusInd Bank Limited (the 'Bank') will be held on Thursday, July 26, 2018, at 2.00 p.m., at Hotel Sheraton Grand (formerly, Hotel Le Meridien), Raja Bahadur Mill Road, Pune – 411 001, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares of the Bank for the Financial Year ended March 31, 2018.
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 the Statutory Auditors of the Bank and 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 the provisions of Section 139, 141 and 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, and applicable provisions of the Banking Regulation Act, 1949, and subject to the approval of the Reserve Bank of India, M/s S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 301003E / E300005), 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 Goods and Services 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. **Re-appointment of Mr. Romesh Sobti (DIN: 00031034), as Managing Director & CEO of the Bank**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, Sections 10A, 35B and other applicable Sections of the Banking Regulation Act, 1949, and approval of Reserve Bank of India, consent of the Members be and is hereby accorded for re-appointment of Mr. Romesh Sobti (DIN: 00031034) as Managing Director & CEO of the Bank for a period from February 1, 2018 up to March 23, 2020, on the following terms of remuneration:

Salary	₹ 16,52,408 per month
DA	₹ 9,08,825 per month
Special Allowances	₹ 10,90,341 per month
Performance Bonus	As may be decided by the Board of Directors, subject to approval of RBI.
Perquisites:	
a. Housing and Accommodation	Furnished house
b. Car	Use of Bank's car with driver for official purpose.

c. Medical benefits	Reimbursement of expenses of ₹ 1.97 lakhs per annum, Mediclaim for self and family members, and Personal Accident Insurance.
Provident Fund / Gratuity / Pension	As per Bank's Rules applicable to employees of the Bank.
Travelling and Halting Allowances	Reimbursement of travelling and hotel expenses on actual basis for official visits.
Leave fare concession	₹ 1.97 lakhs per annum
Other benefits	Memberships of 2 Clubs

RESOLVED FURTHER THAT pursuant to Section 197 read with Schedule V of the Companies Act, 2013, and the (Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules, applicable provisions of the Banking Regulation Act, 1949 (including any statutory enactments, modifications or re-enactments thereof for the time being in force) and subject to approval of the Reserve Bank of India, approval of the Members be and is hereby accorded to the Board to decide on the annual increase in the remuneration, including Bonus, up to 7% of the previous year's annual remuneration including Bonus paid, if any, during that year considering the recommendations made by the Nomination & Remuneration Committee;

RESOLVED FURTHER THAT the Board (including any duly constituted Committee of the Board of Directors) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said re-appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and / or Officer(s) of the Bank to give effect to this Resolution."

6. Appointment of Mr. Yashodhan M. Kale (DIN: 00013782) as Non-Executive Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013, and Sections 10A, 16, 20 and other applicable provisions of the Banking Regulation Act, 1949, Mr. Yashodhan M. Kale (DIN: 00013782), who was appointed as 'Additional Director' of the Bank with effect from December 20, 2017 in the category of 'Non-Executive Director', and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Bank, liable to retire by rotation, eligible for Sitting Fees, reimbursement of expenses, and Profit-related Commission as may be permissible under law from time to time."

7. Borrowing of monies pursuant to Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions

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

"RESOLVED THAT in supersession of earlier Resolutions and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as amended from time to time and the relevant references given under the Articles of Association of the Bank and subject to such other approvals, consents, permissions, sanctions required to be obtained from shareholders and Statutory Authorities, including but not limited to Reserve Bank of India, consent of the Members be and is hereby accorded for borrowings of such sum or sums of monies from time to time in Indian and Foreign Currency as the Board may deem necessary for the purpose of carrying on the business of the Bank, that apart from temporary loans obtained from the bankers in the ordinary course of business and acceptances of deposits of money from public repayable on demand or otherwise and / or temporary loans obtained in the ordinary course of business repayable on demand or within six months from the date of the loan, whether in India or outside India, the total amount of such borrowings outstanding at any time shall not exceed ₹ 75,000 crores (Rupees Seventy-five thousand crores only), notwithstanding that the monies to be borrowed along with the monies already borrowed by the Bank (including temporary loans, if any, obtained for the purpose of financing expenditure of Capital nature) will exceed the aggregate of the Paid-Up Share Capital of the Bank, its Free Reserves and Securities Premium;

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 /

Committee of Directors) or any personnel of the Bank to act on their behalf as they may deem fit to give effect to this Resolution."

8. 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 Section 42, 71 and other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, any amendment, modification, variation, or re-enactment thereto from time to time and the relevant references given under the Articles of Association of the Bank and subject to receipt of such other approvals, consents, permissions and sanctions required to be obtained from the 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 (hereinafter referred to as "Board" and which term shall be deemed to include any Committee of the Board or any other persons to whom powers may be delegated by the Board) for borrowings / raising of funds in Indian / Foreign Currency by way of issue of securities, in the nature of Bonds / Non-Convertible Debentures (NCDs), i.e., Long-Term Infrastructure Bonds and Subordinated Non-Convertible Debentures (NCDs) / Bonds / Medium Term Notes or any other listed debt security eligible to be included as Additional Tier I (AT1) and Tier II (T2) Capital of the Bank or any other instrument of a similar nature, aggregating up to an amount not exceeding ₹20,000 crores (Rupees Twenty-thousand crores only), whether Secured / 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, interest, etc. as deemed fit by the Board, in its absolute discretion within the limits in aggregate not exceeding ₹ 20,000 crores, without being required to seek any further consent or approval from Members which be and hereby shall be deemed to have given their approval thereto expressly by the authority of the resolution, during a period of one year from the date of passing of this Resolution, and the said borrowing shall be within the overall borrowing limits of the Bank, as approved by the members from time to time;

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

9. To increase the shareholding limit for Registered Foreign Institutional Investors ("FIIs") / Foreign Portfolio Investors ("FPIs") upto an aggregate limit of 74% of the Paid-Up Equity Share Capital of the Bank

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

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, ("FEMA") as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Consolidated Foreign Direct Investment Policy Circular of 2017, as amended, and all other applicable acts, rules, regulations, provisions and guidelines under FEMA, the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI") (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable intimations, approvals, permissions and sanctions of the RBI, SEBI, and other concerned authorities, as the case may be, and subject to such conditions as may be prescribed by any of the said concerned authorities, consent of the members of the Bank is hereby accorded to permit the registered Foreign Institutional Investors ("FIIs") / Foreign Portfolio Investors ("FPIs") to acquire and hold on their own account and on behalf of their SEBI-approved sub-accounts, and to make investment in the equity shares of the Bank upto an aggregate limit not exceeding the sectoral cap of 74% (seventy-four per cent) of the Paid-Up Equity Share Capital of the Bank."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Bank be and is hereby authorized to take all such steps and actions, including determination of the permissible limit of aggregate holding of FPIs, FIIs and their sub account in the Bank, and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate including settling any question that may arise in this regard."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to execute all such documents, deeds, intimations and writings as may be required for the aforesaid purpose and which it may deem fit in the interest of the Bank, to delegate all or any its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Bank, and do all such acts, deeds and things as may be deemed necessary in order to give effect to the above resolution".

By Order of the Board
For IndusInd Bank Limited

Sd/-
Haresh K. Gajwani
Company Secretary
(Membership No. ACS 18225)

Place: Mumbai
Date: June 22, 2018

Corporate Office:
8th Floor, Tower No.1, One Indiabulls Centre,
841, Senapati Bapat Marg, Elphinstone Road (W),
Mumbai – 400 013, Maharashtra
E-mail: investor@indusind.com, Website: www.indusind.com
Secretarial & Investor Services Cell – Phone +91 (022) 6641 2487 / 2359

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 A 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 valid and effective, should be lodged with the Bank at its Registered Office not later than 48 hours before the commencement of the meeting.

2. Members / Proxies / Authorised Representatives should bring the Attendance Slip duly filled in for attending the AGM and hand it over at the Registration Counter at the venue. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the Attendance Slip for attending the meeting.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of the Resolutions stated at Item Numbers 3, and 5 to 8 is annexed hereto.

4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Bank provided that not less than 3 days' notice in writing of the intention so to inspect is given to the Bank.

   All documents referred to in the accompanying Notice, Explanatory Statement, and terms and conditions of appointment of Directors / Chairman are available in physical or electronic form and are open for Inspection at the Registered Office / Corporate Office and Secretarial & Investor Services Cell of the Bank on all working days except Saturdays, Sundays and Bank holidays between 11.00 a.m. and 1.00 p.m. upto 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 Auditor's of the Bank certifying that the ESOP Scheme of the Bank is in compliance with the SEBI (Share 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 Friday, July 20, 2018 to Thursday, July 26, 2018 (both days inclusive) for determining the entitlement of the Shareholders for Dividend on Equity Shares for FY 2017-18:

   i) in case of Members holding shares in physical form, whose names appear in the Register of Members of the Bank, on or before the cut-off date, i.e., Thursday, July 19, 2018;

   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 Thursday, July 19, 2018.

7. Dividend would be made payable on or after Tuesday, July 31, 2018 to the Shareholders whose names appear in the Register of Members on Thursday, July 19, 2018.

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 Bank's 'Green Initiative', Shareholders who have not registered their e-mail addresses may please register the same, along with their 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 and the AGM Notice indicating, inter alia, the process and manner of Remote e-voting along with Attendance Slip and Proxy Form will be 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, form part of this Notice.

10. 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 extant provisions, approval for appointment of Statutory Auditors is granted by RBI on a yearly basis.

    M/s Price Waterhouse, Chartered Accountants LLP, Chartered Accountants, Mumbai were appointed as Statutory Auditors of the Bank by the Members at the Twenty-third Annual General Meeting (AGM) of the Bank held on July 26, 2017 and will be completing their term of one year from the date of their appointment at the conclusion of this AGM.

    The Board of Directors have in their meeting held on June 22, 2018, approved the appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E / E300005) as the Statutory Auditors of the Bank, subject to approval of Reserve Bank of India, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Bank.

    M/s S. R. Batliboi & Co. LLP, Chartered Accountants, have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 and that they are not disqualified from being appointed as Statutory Auditors of the Bank in terms of the applicable provisions of the Act and the Companies (Audit and Auditors) Rules, 2014.

    The Board of Directors recommends the appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants, as the Statutory Auditors for audit of Accounts of the Bank for FY 2018-19.

None of the Directors, Key Managerial Personnel and their relatives are interested in the Resolution set out at Item No. 4.

11. In compliance with Section 124 of the Companies Act, 2013, dividend for the financial year ended March 31, 2011 which remains Unpaid or Unclaimed for a period of seven years, shall become due for transfer on **August 19, 2018** to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not claimed their dividend for the above mentioned year are requested to make their claim to the Secretarial and Investor Services Cell of the Bank at 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093 or to Link Intime India Pvt. Ltd., Registrars & Share Transfer Agents of the Bank at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 **as early as possible but not later than August 18, 2018.**

    Intimation Letters were sent on April 17, 2018 to Shareholders who have not claimed their Dividends for 2010-11 for seven consecutive years. An Advertisement was also published in Financial Express (all editions) and Loksatta (Pune region) on April 18, 2018 requesting the Shareholders to claim the Dividends from the Bank by August 18, 2018, failing which, their shares would be transferred to the IEPF Authority within 30 days from the 'Due Date', i.e., August 19, 2018.

12. The Bank has already transferred all Shares in respect of which Dividend had not been paid or claimed for seven consecutive years or more along with Unpaid or Unclaimed Dividend declared for the Financial Year ended March 31, 2010 and earlier periods to the Investor Education and Protection Fund. Members who have so far not claimed their Dividends for the year 2009-10 may claim their Dividend / Shares from the IEPF Authority, by submitting an application in **e-form IEPF 5**. The detailed procedure for claiming the Shares / Dividend amount which have been transferred to IEPF is available at: http://www.iepf.gov.in/IEPFA/refund.html

13. The information pertaining to Unpaid or Unclaimed Dividends and the details of such Members and the Shares due for transfer to the IEPF Authority are also available on the Bank's website at www.indusind.com.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited, Registrar & Share Transfer Agent, or to the Secretarial & Investor Services Cell of the Bank.

15. Members holding shares in physical mode are requested to register their e-mail IDs with the Registrar & Share Transfer Agents of the Bank, and Members holding shares in Demat mode are requested to register their e-mail IDs with their respective DP, in case the same is still not registered. Members are also requested to notify any change in their e-mail ID or bank mandates or address to the Bank and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Bank. In respect of holdings in electronic form, Members are requested to notify any change of e-mail ID or bank mandates or address to their Depository Participants.

16. Members holding shares in electronic form may please note that their bank details as furnished to the respective Depositories will be printed on their Dividend Warrants as per the applicable regulations. The Bank will not entertain any direct request from such Members for deletion or change of such bank details.

    Instructions, if any, already given by Members in respect of Shares held in physical form will not be automatically applicable to the Dividend paid on Shares in electronic form.

    In order to avoid fraudulent encashment of Dividend Warrants, Members holding shares in physical form are requested to send to the Registrar & Share Transfer Agent of the Bank, at the address mentioned in note no. 11 above, **on or before Thursday July 19, 2018** their Bank Mandate (providing details of name and address of the Bank's Branch, PIN Code and particulars of the Bank Account) or changes therein, if not provided earlier, under the signature of the Sole / First holder quoting their Folio Number. This information shall be printed on the Dividend Warrants. Members may also avail of the Electronic Clearing Service ('ECS') mandate facility provided by the Bank.

17. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Bank to consolidate their holdings in one folio.

18. Members holding shares in physical form are advised to dematerialize their shareholding to avail benefits of dematerialization which include easy liquidity, since trading is permitted only in Demat form.

19. Members can avail of the Nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Bank. Blank forms will be supplied on request.

20. Members desirous of getting information related to the Accounts and / or operations of the Bank are requested to write to the Bank at investor@indusind.com at least seven days before the date of the Annual General Meeting.

21. In compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Bank is providing the facility for 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. In case of any unforeseen technical failure or eventuality resulting into non-functionality of the electronic voting system at the meeting, Members would be provided Ballot Papers for casting their votes at the meeting.

    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 vote 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 Monday, July 23, 2018**

    End of remote e-voting: **At 5.00 p.m. on Wednesday, July 25, 2018.**

    Remote e-Voting shall not be allowed beyond 5.00 p.m. on Wednesday, July 25, 2018. 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 Thursday, July 19, 2018.

22. Voting Rights of the Members shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Bank as on the cut-off date, and they may cast their votes electronically.

23. 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 the 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.

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

25. 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, i.e., Thursday, July 19, 2018 may obtain Login ID and Password by sending a request to evoting@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.

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

27. 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, i.e., Thursday, July 19, 2018, shall be entitled to avail of the facility of Remote e-Voting as well as electronic voting at the AGM.

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

29. 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 and who have not cast their vote through Remote e-voting may cast their votes at the AGM.

30. 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.
31. 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.
32. 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 votes again.
33. The results shall be declared on the above resolutions after the Annual General Meeting of the Bank and shall be deemed to be passed on the date of Annual General Meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Bank at www.indusind.com within 48 hours of passing of the resolutions at the Annual General Meeting of the Bank and shall be communicated to National Stock Exchange of India Limited and BSE Limited.
34. The Route Map of the Venue of the Meeting is provided at the end of the Notice. **The prominent landmark for the Venue is 'Opposite Pune Railway Station'.**
35. **Instructions for Electronic Voting at the AGM / remote e-Voting are as under:**

    The way to cast votes electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

    Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

    Step 2 : Cast your votes electronically on NSDL e-Voting system.

    Details for Step 1 are given below:

    How to Log-in to NSDL e-Voting website:

    1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com / either on a Personal Computer or on a mobile.
    2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
    3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

       Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log-in at https://eservices.nsdl.com / with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., cast your votes electronically.
    4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8-Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16-Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********101456001***
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your votes.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password' :

      (i) If your e-mail ID is registered in your Demat account or with the Bank, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the e-mail and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your e-mail ID is not registered, your 'initial password' is communicated to you on your postal address

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "Forgot User Details / Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat Account number / Folio number, your PAN, your Name and your Registered Address.

7. After entering your Password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, the Home page of e-Voting will open.

Details for Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of Bank to cast your votes.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your votes by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to indusindscrutinizer@gmail.com or iblevoting@indusind.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended that you do not share your password with any other person, and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and the e-voting User Manual for Shareholders available at the download section of www.evoting.nsdl.com / call on Toll-free Number 1800-222-990 / send a request at evoting@nsdl.co.in. Alternatively, you may contact Mrs. Pallavi Mhatre, Assistant Manager on 91 22 2499 4600 or may write to her at TradeWorld, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013.

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 (6) of the Companies Act, 2013 provides that not less than two-thirds of the total number of Directors of a public company shall be liable to retire by rotation, and that one-third of such Directors as are liable to retire by rotation shall retire from office at every Annual General Meeting (AGM) of the company.

Section 149 (13) of the Act provides that provisions pertaining to retirement of Directors by rotation shall not be applicable to Independent Directors.

As on March 31, 2018, the Bank's Board comprised eight Directors of which, five Independent Directors, viz., Mrs. Kanchan Chitale, Mr. Ranbir S. Butola, Mr. T. Anantha Narayanan, Mr. Shanker Annaswamy and Dr. T.T. Ram Mohan continue to satisfy the criteria prescribed under Section 149(6) of the Act and are not liable to retire by rotation.

In terms of Section 152 of the Act, Directors to retire by rotation at every AGM shall be those who have been longest in office.

Reserve Bank of India had conveyed approval on July 3, 2017 for the re-appointment of Mr. R. Seshasayee as Non-Executive Part-time Chairman up to July 24, 2019, and the Shareholders had, in the 23rd AGM of the Bank held on July 26, 2017, accordingly approved the re-appointment of Mr. R. Seshasayee.

Mr. Yashodan M. Kale is a 'Non-Executive Non-Independent Director', and would be liable to retire by rotation. However, Mr. Kale had ceased to be Director on the Board with effect from November 3, 2017. RBI had subsequently approved extension of Mr. Kale's tenure, and the Board of Directors had accordingly, in their meeting held on January 11, 2018, re-appointed Mr. Kale as 'Additional Director' in the category of 'Non-Executive Non-Independent Director'. Since Mr. Kale is presently 'Additional Director' in the Board, he is not liable to retire by rotation.

Reserve Bank of India have, vide their letter dated January 16, 2018 conveyed their approval for the re-appointment of Mr. Romesh Sobti as 'Managing Director & CEO' from February 1, 2018 until March 23, 2020.

In view of the above, out of the Directors liable to retire by rotation, Mr. R. Seshasayee, Non- Executive Part time Chairman, being longest in Office, retires by rotation and being eligible offers himself for re-appointment.

Brief profile of Mr. R. Seshasayee is included separately in the Notice, in compliance with Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Mr. R. Seshasayee is not related to any other Director of the Bank.

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. 5

Re-appointment of Mr. Romesh Sobti (DIN: 00031034), as Managing Director & CEO of the Bank

The Board of Directors of the Bank had, in their meeting held on October 13, 2014, approved the re-appointment of Mr. Romesh Sobti as Managing Director and CEO of the Bank for a period of three years, with effect from February 1, 2015. Shareholders of the Bank had, in the 21st Annual General Meeting held on August 17, 2015 approved the re-appointment of Mr. Romesh Sobti for a period of three years with effect from February 1, 2015 until January 31, 2018.

The Nomination & Remuneration Committee of the Board recommended to the Board of Directors the re-appointment of Mr. Romesh Sobti as Managing Director & CEO with effect from February 1, 2018.

Reserve Bank of India have, vide their letter dated January 16, 2018, conveyed their approval for the re-appointment of Mr. Romesh Sobti as Managing Director & CEO from February 1, 2018 until March 23, 2020.

Members are requested to consider Mr. Sobti's re-appointment as Managing Director & CEO of the Bank, for a further period, from February 1, 2018 until March 23, 2020.

Brief profile of Mr. Romesh Sobti and his remuneration details are furnished with the Notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors therefore recommend the Resolution set out at Item No. 5 of the Notice to be passed as Ordinary Resolution by the Members.

Mr. Romesh Sobti is not related to any other Director of the Bank.

None of the Directors other than Mr. Romesh Sobti 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 Mr. Yashodhan M. Kale as Non-Executive Non-Independent Director

Mr. Yashodhan Kale's tenure in the Board concluded on November 3, 2017. Reserve Bank of India have, vide their letter dated December 20, 2017, conveyed approval for continuance of Mr. Kale in the Board upto April 15, 2019.

The Nomination & Remuneration Committee of the Board had recommended to the Board of Directors the re-appointment of Mr. Kale.

The Board of Directors had, in their meeting held on January 11, 2018, accordingly approved the appointment of Mr. Kale as 'Additional Director' in the category of 'Non-Executive Non-Independent Director' in the Bank.

The Bank has received Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director.

Members are requested to consider Mr. Kale's appointment as Director of the Bank in the category of 'Non-Executive Non-Independent' up to April 15, 2019.

Brief profile of Mr. Kale and remuneration details are included separately in the Notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Resolution set out in Item No. 6 of the Notice to be passed as Ordinary Resolution by the Members.

Mr. Kale is not related to any other Director of the Bank.

None of the Directors other than Mr. Kale 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

Borrowing of monies pursuant to Section 180(1)(c) of the Companies Act, 2013, and other applicable provisions

In terms of Section 180(1)(c) of the Companies Act, 2013, and the relevant references given under the Articles of Association of the Bank, borrowings by the Bank (apart from Deposits accepted in the ordinary course of business by the Bank, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the bankers, other than loans raised for the purpose of financing expenditure of a capital nature) in excess of the Paid-Up Share Capital of the Bank, its Free Reserves and Securities Premium require the approval of the Members by way of a Special Resolution.

Shareholders had, in the 23rd Annual General Meeting of the Bank held on July 26, 2017 approved the borrowing of such sum or sums of monies as the Board deemed necessary for the purpose of carrying on the business of the Bank, not exceeding ₹ 50,000 crores (Rupees Fifty thousand crores only).

Pursuant to the above-mentioned approval by the Shareholders, the Bank has been borrowing funds to meet the business requirements with the consent of the Board of Directors, within the overall limit prescribed under the Companies Act, 2013, by way of issuance of various debt securities, viz., Bonds / Non-Convertible Debentures or any other security of a similar nature as permitted by the Reserve Bank of India and in accordance with the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as may be amended from time to time, and as permitted under any other applicable laws.

Considering the fact that the size of the Balance Sheet and Net Worth of the Bank have increased significantly in the last five years and the substantial growth in business and operations of the Bank, present and future requirements of capital for expansion, approval of the Members is requested by way of a Special Resolution in terms of Section 180(1)(c) of the Companies Act, 2013, that the total amount of such borrowings outstanding at any time shall not exceed ₹ 75,000 crores (Rupees Seventy-five thousand crores only), notwithstanding that the monies to be borrowed along with the monies already borrowed by the Bank (including temporary loans, if any, obtained for the purpose of financing expenditure of a capital nature) will exceed the aggregate of the Paid-Up Share Capital of the Bank, its Free Reserves and Securities Premium.

The Bank shall endeavour to maintain the Capital Structure that would be consistent with its Cash Flow, while optimizing the Cost of Capital. The Bank shall ensure that Debt-Equity Ratio is within prudent limits.

The Board of Directors therefore recommend the Special Resolution, set out at Item No. 7 of the Notice for approval by 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. 8

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

Section 42 of the Companies Act, 2013, 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 Offers or Invitations for Non-Convertible Debentures, it is sufficient if the company passes 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 Bank may need to raise additional funds to meet the needs of its growing business requirements, including Long-Term Capital for pursuing its growth plans. The Bank may also wish to maintain the desired CRAR by issuing Basel III-compliant Additional Tier I / Tier II debt instruments or any other instruments of a similar nature. In the last AGM of the Bank held on July 26, 2017, approval of the Shareholders had been obtained for issuance of Bonds / Non-Convertible Debentures (NCDs), i.e., Long-Term Bonds including Infrastructure Bonds and Subordinated Non-Convertible Debentures eligible to be included in the Additional Tier I and Tier II Capital of the Bank, upto ₹10,000 crores (Rupees Ten 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 revised guidelines issued by Reserve Bank of India on issue of Long-Term Bonds / Basel III - compliant Additional Tier I and Tier II Bonds, and the fact that these Bonds will also assist the Bank in reducing Asset-Liability mismatches, the Board of Directors in their meeting held on May 8, 2018, approved obtaining the consent of the Members for borrowing of monies / raising of funds in Indian / Foreign Currency by way of issue of Securities including but not limited to Long-Term Bonds including Infrastructure Bonds / NCDs / Medium Term Notes (forming part of Tier I / Tier II Capital in accordance with Basel III Capital Regulations) or any other instrument of a similar nature upto ₹ 20,000 crores (Rupees Twenty thousand crores only) in one or more tranches in domestic and / or overseas market in Indian or Foreign Currency, whether Secured or Unsecured as permitted by the Reserve Bank of India, to the eligible investors on Private Placement basis, on such terms and conditions as may be decided by the Board of Directors or any Committee of the Board or such other person(s) as may be authorized by the Board, from time to time. This would form part of the overall borrowing limit as approved by the Members from time to time, pursuant to Section 180(1)(c) of the Companies Act, 2013.

The above-mentioned Bonds / NCDs 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 and on such terms and conditions including the Interest, Tenor, Coupon, Repayment, Security, etc. or otherwise, as it may deem expedient, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board shall in its absolute discretion deem fit, without being required to seek any further consent or approval from Members and that they shall be deemed to have given their approval thereto expressly by the authority of the resolution.

Approval of the Members is requested by way of a Special Resolution for issuance of Long-Term Bonds, including Infrastructure Bonds / Subordinated Non-Convertible Debentures (NCDs) / Bonds eligible to be included in the Additional Tier I and Tier II Capital of the Bank in the domestic / overseas market, on Private Placement basis, in one or more tranches under one or more

Shelf Disclosure Documents and one or more Letters of Offer, and on such terms and conditions for each series / tranches including the Price, Coupon, Premium, Discount, Tenor, Interest, Repayment, Security etc., as deemed fit by the Board for an amount not exceeding ₹ 20,000 crores (Rupees Twenty thousand crores only).

The Board of Directors therefore recommend the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

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

Item No. 9

In terms of the Press Note 2 of 2004 dated March 5, 2004 ("Press Note 2") issued by the Ministry of Commerce and Industry, Department of Industrial Policy and Promotion, the Government of India had increased Foreign Direct Investment limit in Private Sector banks to 74%. Within this limit, the aggregate holding by registered Foreign Institutional Investors ("FIIs") was limited to 24%, which could be raised to 49% by the concerned bank by passing a Board Resolution, followed by a Special Resolution of its shareholders and intimation to the Reserve Bank of India ("RBI").

Pursuant to Press Note 2, the Bank had passed a Resolution dated June 7, 2005, whereby it had approved the increase in the shareholding limit of FIIs in the Bank upto 49% of the total Paid-Up Equity Capital of the Bank, subject to the approval of shareholders by way of a Special Resolution and intimation to the RBI. Subsequently, the aforesaid FII limit of 49% was approved by the shareholders of the Bank by passing a Special Resolution on September 3, 2005. The increase in the aforesaid limit was also notified by the RBI on November 26, 2012, in terms of the RBI Circular No. 94 dated March 19, 2012.

The FDI Policy and the applicable foreign exchange regulations have been amended since then to provide that the aggregate FII / FPI limit of 24% can be increased to the sectoral cap / statutory ceiling, as applicable (i.e. 74%, in case of private sector banks), by passing a Resolution of the Board of Directors, followed by passing a Special Resolution to that effect by its Members and subject to prior intimation to the RBI.

In this regard, it may be noted that the present holding of these institutional investors has nearly reached the existing limit of 49% of the Paid-Up Share Capital of the Bank, and the interest of FIIs / FPIs in the shares of the Bank appears to be increasing. Therefore, in order to enable FIIs / FPIs to further invest in the shares of the Bank, and with a view to provide additional liquidity and marketability to the shareholders of the Bank, the Board of Directors had, by a Resolution dated June 22, 2018, approved the proposal to seek approval of the shareholders to enhance the ceiling limit on total holdings by FIIs / FPIs to the statutory permissible cap of 74%, subject to such statutory and regulatory intimations and approvals as may be necessary.

Your Directors, therefore, recommend the Special Resolution as set forth in Item No. 9 of this Notice, for approval by the Members of the Bank.

None of the Directors or Key Managerial Personnel of the Bank or their relatives is in anyway interested or concerned in the above resolution, except to the extent of the equity shares of the Bank held by him / her or their relatives.

By Order of the Board
For IndusInd Bank Limited

Sd/-
Haresh K. Gajwani
Company Secretary
(Membership No. ACS 18225)

Place: Mumbai
Date: June 22, 2018

Corporate Office:
8th Floor, Tower No.1, One Indiabulls Centre,
841, Senapati Bapat Marg, Elphinstone Road (W),
Mumbai – 400 013, Maharashtra
E-mail: investor@indusind.com, Website: www.indusind.com
Secretarial & Investor Services Cell – Phone +91 (022) 6641 2487 / 2359

Annexure to the Items Numbers 3, 5 and 6 of the Notice:

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE TWENTY-FOURTH ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

1. Mr. R. Seshasayee, Non-Executive Part-time Chairman

DIN	00047985
Date of Birth	June 1, 1948
Age	69 years
Date of first Appointment on the Board of the Bank	July 24, 2007
Qualifications	B.Com, A.C.A
Brief Resume including experience	Mr. R. Seshasayee has been Non-Executive Part-time Chairman on the Board of the Bank since July 24, 2007. He had been on the Board of Infosys Limited from January 13, 2011 to August 24, 2017 and as its Chairman from June 2015 to August 24, 2017. He had been Executive Vice Chairman of Ashok Leyland Ltd. from 2011 to 2015, and Non-Executive Vice Chairman from 2015 to 2016, after having been the Managing Director for 13 years. He had held Directorship of ICICI Bank Ltd. from May 6, 1997 to October 31, 2003. Mr. Seshasayee has also been President of the Confederation of Indian Industry and of the President of the Society of Indian Automobile Industries.
Nature of his Expertise in Specific Functional areas	Finance and General Management.
List of Directorships: Memberships / Chairmanships of Committees of other Boards (Listed and Public Entities)	
1. Directorships in other companies:	(i) Asian Paints Limited (ii) Hinduja National Power Corporation Ltd. (iii) Ashley Airways Ltd.
2. Chairmanships of the Committees of other Boards:	(i) Hinduja National Power Corporation Ltd. • Risk Committee
3. Membership of the Committees of other Boards:	(i) Asian Paints Ltd. • Audit Committee
No. of Equity Shares held in the Bank as on March 31, 2018	Nil
No. of Board meetings attended during the year	9 / 10
Relationship between Directors inter-se, Managers and Other Key Managerial Personnel of the Bank	None
Terms and conditions of appointment / re-appointment / retiring by rotation	As may be decided by the Board of Directors, and approved by the Reserve Bank of India, from time to time.
Remuneration sought to be paid, and last drawn	Details of Remuneration last drawn by Non-Executive Directors including the Chairman have been given in the 'Report on Corporate Governance' which forms an integral part of the Annual Report of the Bank for FY 2017-18.

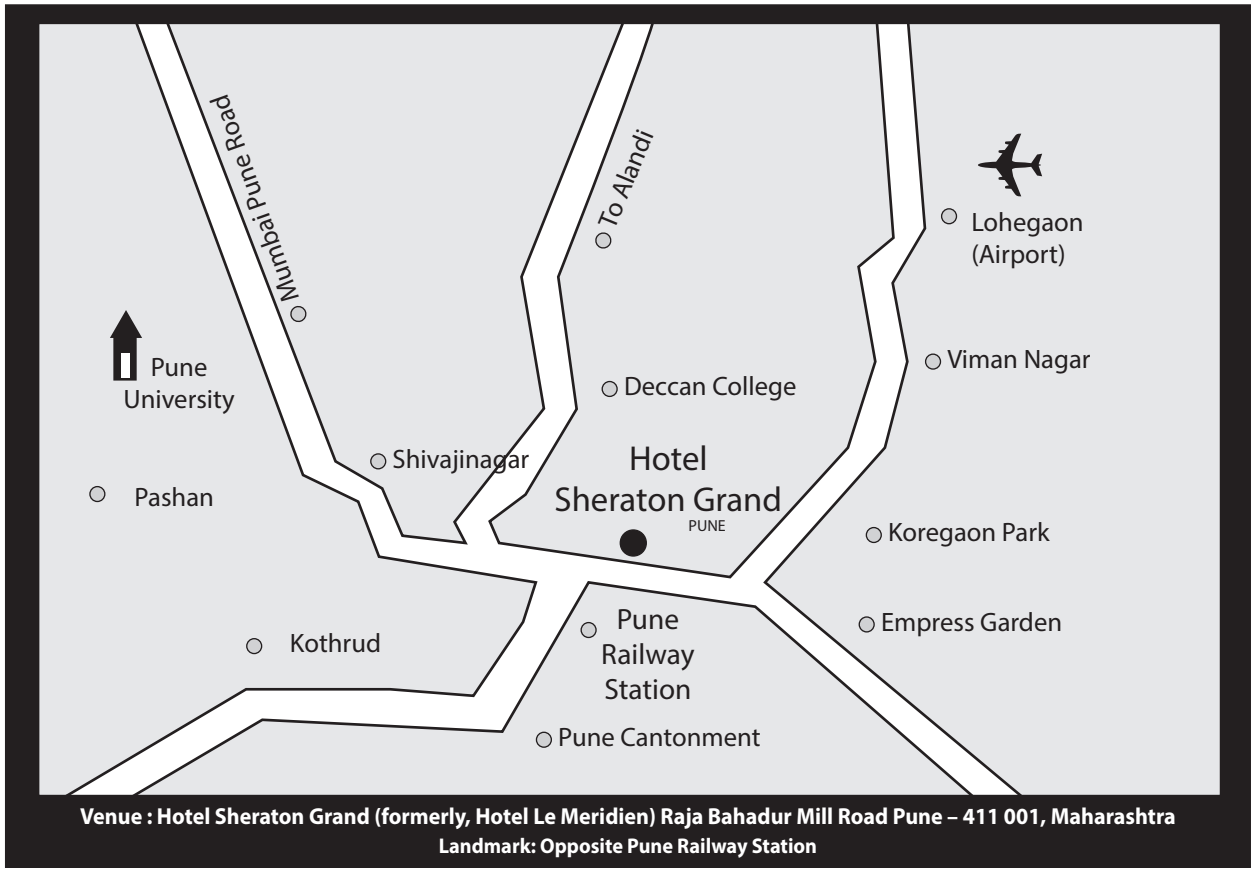
2. Mr. Romesh Sobti, Managing Director & CEO

DIN	00031034
Date of Birth	March 24, 1950
Age	68 years
Date of first appointment on the Board of the Bank	February 1, 2008
Qualifications	B.E. (Hons.) in Electrical Engineering; and Diploma in Corporate Laws and Secretarial Practice.
Brief Resume including experience	Mr. Romesh Sobti has been Managing Director & CEO of the Bank since February 1, 2008. Mr. Sobti is a career banker with 43 years of experience in all 3 sectors of banking - public, foreign and private. Mr. Sobti was the Executive Vice President – Country Executive, India and Head, UAE and Sub-Continent, at ABN AMRO Bank N.V. He joined ABN AMRO Bank N.V. in November 1990 and over a 17 year period, was CEO for 12 years. In his banking career, Mr. Sobti has also been associated with ANZ Grindlays Bank plc (now Standard Chartered Bank) and State Bank of India in the past.
Nature of his Expertise in specific functional areas	Banking
List of Directorships / Memberships / Chairmanships of Committees of other Boards (Listed and Public entities)	None
No. of Equity Shares held in the Bank as on March 31, 2018	4,00,000 Equity Shares
No. of Board Meetings attended during the year	10 / 10
Relationship between Directors inter-se, Managers and Other Key Managerial Personnel of the Bank	None
Terms and conditions of appointment / re-appointment	As may be decided by the Board of Directors, and approved by the Reserve Bank of India, from time to time.
Remuneration sought to be paid per annum	Salary ₹ 3,07,34,798 Others ₹ 1,30,84,093 **Total ₹ 4,38,18,891** Perquisites consist of free furnished house, free use of Bank's car with Driver, Provident Fund at 12% of Basic Salary, Gratuity at one month's Basic Salary, Pension at two months' Basic Salary, Reimbursement of travelling and hotel expenses incurred for official visits, Reimbursement of Medical Expenses of ₹ 1.97 lakhs, Mediclaim for self and family members, plus Accident Insurance cover, Memberships of two Clubs and Performance Bonus as recommended by the Board and approved by Reserve Bank of India. The aforesaid remuneration was recommended by the Nomination and Remuneration Committee, approved by the Board, and by the Reserve Bank of India. The Board of Directors may decide on the annual increase in remuneration including Bonus, upto 7% of the previous year's annual remuneration including Bonus, with prior approval of RBI.
Remuneration last drawn	Details of Remuneration paid to the Managing Director & CEO during FY 2017-18 is given in the 'Report on Corporate Governance' which forms an integral part of the Annual Report of the Bank for FY 2017-18.

3. Mr. Yashodhan M. Kale, Additional Director

DIN	00013782
Date of Birth	November 4, 1947
Age	70 years
Date of first Appointment on the Board of the Bank	April 16, 2015
Qualifications	B.Com (Hons.) F. C. A.
Brief Resume including experience	Mr. Kale was President of the Institute of Chartered Accountants of India (ICAI) during 1995 – 1996. He had been Chairman of ICAI's Accounting Standards Board as well as the Audit Practices Committee in earlier years, having been on the apex ICAI Council for 16 years (1982 to 1998). During 1995-98, Mr. Kale was the India Representative in the Board of International Accounting Standards. Since 2002, Mr. Kale is Group President, Corporate Governance & Development, in Hinduja Group India Ltd. and is a Director in several Group Companies. Mr. Kale had been appointed by RBI as 'Member' of the Group for introduction of Concurrent Audit of banks and 'Member' of the 'DBOD Working Group on Revised Formats for Published Accounts of banks'. Mr. Kale has also served on many Committees constituted by SEBI and by the Government of India. He was also Chairman of a Committee for setting Accounting Norms for Trading Members of the National Stock Exchange.
Nature of his Expertise in specific functional areas	Corporate Governance, Accountancy and Taxation
List of Directorships / Memberships / Chairmanships of Committees of other Boards (Listed and Public entities)	
1. Directorships in other companies:	Hinduja Global Solutions Ltd.
2. Chairmanships of the Committees of other Boards:	None
3. Membership of the Committees' of other Boards:	None
No. of Equity Shares held in the Bank as on March 31, 2018	Nil
No. of Board meetings attended during the year	9 / 9
Relationship between Directors inter-se, Managers and Other Key Managerial Personnel of the Bank	None
Terms and conditions of appointment / re-appointment	As may be decided by the Board of Directors and approved by the Reserve Bank of India, from time to time.
Remuneration sought to be paid	Sitting Fees and Commission on the Profit within the limits stipulated by law.
Remuneration last drawn	Details of Sitting Fees and Profit-related Commission paid to the Non-Executive Director during FY 2017-18, are given in the 'Report on Corporate Governance', which forms an integral part of the Annual Report 2017-18.

Location Map of the Venue of the 24th Annual General Meeting is given below:



Venue : Hotel Sheraton Grand (formerly, Hotel Le Meridien) Raja Bahadur Mill Road Pune – 411 001, Maharashtra
Landmark: Opposite Pune Railway Station

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 Thimmaya Road (Cantonment), Pune – 411 001.

Tel: (022) 6641 2487 / 2359

E-mail 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-fourth Annual General Meeting of the Bank**, to be held on **Thursday, July 26, 2018, at 2.00 p.m.** at Hotel Sheraton Grand (formerly, 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 Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2	To declare Dividend on Equity Shares of the Bank for the Financial Year ended March 31, 2018.

Contd...

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 the Statutory Auditors of the Bank and authorise the Board of Directors to fix their remuneration.
Special Business	
5	**Ordinary Resolution:** Re-appointment of Mr. Romesh Sobti (DIN: 00031034), as Managing Director & CEO of the Bank.
6	**Ordinary Resolution:** Appointment of Mr. Yashodhan M. Kale as Non-Executive Director
7	**Special Resolution:** Borrowing of monies pursuant to Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions.
8	**Special Resolution:** Issue of Long Term Bonds / Non-Convertible Debentures on Private Placement Basis.
9	**Special Resolution:** To increase the shareholding limit for Registered Foreign Institutional Investors ("FIIs") / Foreign Portfolio Investors ("FPIs") upto an aggregate limit of 74% of the Paid-Up Equity Share Capital of the Bank

Signed this _____ day of _____ 2018

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 Tuesday, July 24, 2018 at 2.00 p.m.)

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