CIN L65191PN1994PLC076333

IndusInd Bank

February 25, 2015

The Asst. Vice President
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051

Dear Sir,

Notice for Postal Ballot

Further to our letter dated February 18, 2015, please find attached herewith Notice of the Postal Ballot dated February 20, 2015 along with the Postal Ballot Forms and Instructions for Ballot and e-voting.

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

Yours faithfully,
For IndusInd Bank Ltd.

Haresh Gajwani
Company Secretary

Encl: A/a

IndusInd Bank Limited, 701-801 Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (E),
Mumbai - 400 093. Maharashtra, India Tel: (022) 66412200 Fax: (022) 66412224

Registered Office: 2401 Gen. Thimmayya Road, Pune 411 001, India
Tel.: (020) 2634 3201 Fax: (020) 2634 3241 Visit us at www.indusind.com
CIN: L65191PN1994PLC076333

IndusInd Bank Limited

(CIN L65191PN1994PLC076333)
Registered Office: 2401, Gen. Thimmayya Road, Pune 411 001. Tel.: (020) 30461600/603 Fax: (020) 2634 3231
Secretarial & Investor Services Office: 731, Solitaire Corporate Park, 167, Guru Hargovindji Marg, Andheri (East), Mumbai – 400 093. Tel.: (022) 6641 2487 / 83; Fax: (022) 6641 2347. Website: **www.indusind.com**

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") [including any statutory modification or re-enactment thereof for the time being in force], for seeking the consent of the Members of IndusInd Bank Limited ("the Bank") to pass the following Special Resolution by way of Postal Ballot for issuance 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 domestic market to the identified parties, on Private Placement basis.

The proposed Resolution and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating the material facts and the reasons thereof, is appended. Postal Ballot Form alongwith the instructions for Ballot / e-voting, is enclosed for your consideration.

The Board of Directors of the Bank has appointed Mr. S.N. Bhandari, Practicing Company Secretary or failing him Ms Manisha Maheshwari, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Bank with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Bank is pleased to provide electronic voting ("e-voting") facility as an alternative to its Shareholders to enable them to cast their votes electronically instead of casting the vote using physical Postal Ballot Forms.

Members, who opt to vote physically using Postal Ballot Form, may please read carefully the instructions printed behind the enclosed Postal Ballot Form and return the Form duly completed and signed in the attached Postage-prepaid self-addressed envelope so as to reach the Scrutinizer by 5.00 p.m., Thursday, March 26, 2015.

The Bank has engaged National Securities Depository Limited ("NSDL") to provide e-voting facility to the Members of the Bank. As an alternative to the Postal Ballot voting, Members may choose to vote using e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form.

The e-voting facility is available at the link: https://www.evoting.nsdl.com/ starts from Wednesday, February 25, 2015 until 5.00 p.m. on Thursday, March 26, 2015. Responses received by the Scrutinizer after the said date will be strictly treated as if no response has been received from the Member(s), in terms of the Postal Ballot Rules.

The Scrutinizer will submit his report to the Chairman of the Bank after completion of the scrutiny of physical Postal Ballot Forms / e-voting, and the result of the Postal Ballot will be announced at 5:00 p.m. on Friday, March 27, 2015 at the Corporate Office of the Bank at 8th Floor, Tower 1, One Indiabulls Centre, 841, S.B. Marg, Elphinstone Road, Mumbai - 400 013 and shall thereafter be published in newspapers. The said result shall also be displayed at the Registered / Secretarial & Investor Services Offices of the Bank and hosted on the Bank's website www.indusind.com, besides being communicated to the Stock Exchange(s) where the securities of the Bank are listed.

Text of the Special Resolution to be passed by Members through Postal Ballot:

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

"**RESOLVED THAT** pursuant to provisions of Section 42 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and other applicable provisions, if any, and the relevant references given under Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) required to be obtained from the Statutory Authorities including Reserve Bank of India ('RBI'), approval of the members of the Bank be and is hereby accorded for borrowings / raising of funds in Indian currency by 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 domestic 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 Rs.2,000 crores, subject to fulfillment of conditions prescribed by RBI from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, returns and documents with such appropriate authorities and to delegate all or any of its powers herein conferred to any Committee or any Officer(s) of the Bank and / or any other person(s), to give effect to this Resolution."

By Order of the Board
For IndusInd Bank Limited

sd/-
Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: February 20, 2015

Registered Office:

2401, Gen. Thimmayya Road
(Cantonment)
Pune – 411 001, Maharashtra
Email – investor@indusind.com, Website: www.indusind.com
Phone: (022) 6641 2200, Fax: (022) 6641 2224

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolution is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Bank between 10.00 a.m. and 12 noon on all working days of the Bank from the date hereof up to Thursday, March 26, 2015.
3. The Postal Ballot Notice alongwith the Postal Ballot Form shall also be hosted on Bank's website: www.indusind.com.
4. Shareholders can also register their e-mail IDs and contact numbers with the Bank by sending details to investor@indusind.com or with our Registrar and Transfer Agent viz., Link Intime India Pvt. Ltd. to enable the Bank to communicate to the shareholders, the information about various developments in the Bank vide EMAIL / SMS.
5. Shareholders who wish to avail physical copies of the Postal Ballot Notice / Form shall be provided same upon request.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Companies Act") to the accompanying Notice dated Friday, February 20, 2015.

RBI has, vide Circulars dated July 15, 2014 and November 27, 2014, authorized banks to issue Long-Term Senior Unsecured Non-Convertible Debentures for a minimum maturity of 7 years to finance their incremental lending for infrastructure and affordable housing. Further, RBI, vide Master Circular dated July 1, 2014 on Basel III Capital Regulations amended vide Circular dated September 1, 2014, has laid down guidelines pertaining to issuance of Perpetual Debt Instruments eligible to be included as Additional Tier 1 (AT 1) Capital and Subordinated Bonds / Debentures eligible to be included as Tier 2 (T2) Capital.

Accordingly, the Board of Directors at their meeting held on January 13, 2015 had approved the proposal of borrowings / raising funds in Indian currency by issue of Long-Term Infrastructure Bonds / Subordinated Non-Convertible Debentures (NCDs) in domestic market, on Private Placement basis, in one or more tranches, for an amount not exceeding Rs. 2,000 crores.

In terms of the requirements of the Companies Act, 2013 and the Rules framed thereunder, the Board in the aforesaid meeting had decided to obtain approval of the Shareholders through Postal Ballot, which also includes voting through electronic means.

The pricing of the Long-Term Infrastructure Bonds / Non-Convertible Debentures (NCDs), Perpetual Debt Instruments (to be part of Additional Tier 1 Capital) and Tier 2 Capital Bonds would be in accordance with the applicable statutory guidelines depending upon the prevailing market conditions. These Bonds may carry a coupon at a fixed rate or at a floating rate.

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can make Private Placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Shareholders of the Bank, by a Special Resolution, separately for each of the offers or invitation. However, in case of offer or invitation 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 invitation for such Debentures during the year.

Accordingly, the approval of the Shareholders 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 domestic 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 Rs.2,000 crores.

The Board recommends the Resolution set out in the Notice to be passed as Special Resolution by the Members.

The Promoters, Directors and Key Managerial Personnel of the Bank or their relatives are deemed to be interested in the proposed Resolution to the extent of their shareholding in the Bank.

By Order of the Board
For IndusInd Bank Limited

sd/-
Haresh K. Gajwani
Company Secretary

Place: Mumbai
Date: February 20, 2015

Registered Office:

2401, Gen. Thimmayya Road
(Cantonment)
Pune – 411 001, Maharashtra
Email – investor@indusind.com, Website: www.indusind.com
Phone: (022) 6641 2200, Fax: (022) 6641 2224

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Tel.: (022) 6641 2483 / 87; Fax: (022) 6641 2347

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully and return the Form on or before March 26, 2015]

Serial No. _____

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

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

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

4. No. of Shares held :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot as specified in the Notice dated February 20, 2015, by conveying my / our assent / dissent to the said Resolution by placing tick (✓) mark in the appropriate box below:

Item of Notice No.	Description	No. of Shares	OPTION (Please put "✓" in the appropriate box below)	
			I / We assent (agree) to the Resolution (Vote in favour)	I / We dissent (disagree) to the Resolution (Vote against)
1.	Issue of Long Term Infrastructure Bonds / Non-Convertible Debentures on Private Placement basis of an amount not exceeding Rs. 2,000 crores			

Place:
Date:

Signature of the Member

Email ID: .....

Contact No: .....

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

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

INSTRUCTIONS

1. GENERAL INFORMATION

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

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

c) Voting rights in the Ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorisation, as stated below.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

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

(b) There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the cut-off date, i.e., Friday, February 13, 2015.

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

(d) In case of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified true copy of the appropriate Board Resolution / Authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested.

(e) Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 p.m. on Thursday, March 26, 2015.** Postal Ballot Forms received after this date will be considered invalid.

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

(g) A Member seeking duplicate Postal Ballot Forms or desiring any guidance pertaining to the Ballot Process can write to Company's Registrar & Transfer Agent - Link Intime India Pvt. Ltd., C13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. It may be noted that the duplicate Postal Ballot Forms, should reach the Scrutinizer not later than **5.00 p.m. on Thursday, March 26, 2015.**

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

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

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

(i) Open e-mail and open PDF file, viz., "IBL e-Voting.pdf" with your Client ID or Folio No. as Password. The said PDF file contains your User ID and password for e-voting. Please note that the Password is an initial Password.

(ii) Launch Internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on "Shareholder – Login".

(iv) Insert User ID and Password as Initial Password noted in step 3 (a) (i) above. Click "Login".

(v) "Password change" menu appears. Change the Password with new password of your choice, with minimum 8 digits / characters or combination thereof. Note new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep it confidential.

(vi) Home page of "e-Voting" opens. Click on "e-Voting: Active Voting Cycles".

(vii) Select "EVEN" (E-Voting Event Number) of IndusInd Bank Limited.

(viii) Now you are ready for e-Voting as "Cast Vote" page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.

(xii) The Corporate and Institutional shareholders (i.e., companies, trusts, societies etc. other than individuals, HUFs, NRIs) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the authorized signatory(ies), to the Scrutinizer through e-mail at indusindscrutinizer@gmail.com or iblevoting@indusind.com with a copy marked to evoting@nsdl.co.in.

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

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

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

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

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

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

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

(f) The period of e-voting starts on Wednesday, February 25, 2015 and ends on Thursday, March 26, 2015 e-voting shall be disabled by NSDL at 5.00 p.m. on Thursday, March 26, 2015.